



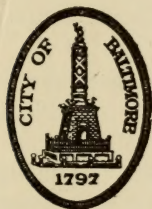
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Baltimore. Ordinances, etc.

ORDINANCES AND RESOLUTIONS
OF THE
MAYOR AND CITY COUNCIL
OF BALTIMORE.

PASSED AT THE ANNUAL SESSION 1980-1981



VOLUME II

Baltimore
20th Century Printing Company, Inc.
City Printers
1981

Maryland
JS
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The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of ten (10) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the direct placement of the Bonds with qualified investors, such actions to include, but are not limited to, the following:

(1) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when a purchase agreement shall be submitted by the purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such purchasers, and such other matters as the purchasers and the Board of Finance

may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(2) if the series of the Bonds is to be placed directly with qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(3) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance, if the Developer requests such appointment;

(4) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(5) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a financing agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 3 of this ordinance; and

(b) to execute and deliver, as a binding and enforceable obligation of the City, the purchase agreement for

the Bonds by and between the City and the purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such purchasers in accordance with the provisions of this ordinance and the purchase agreement.

SEC. 6. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee, if any;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Financing Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee, if any;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

- (12) the duties, rights and immunities of the trustee;
- (13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;
- (14) provisions for modification of this ordinance, the Financing Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;
- (15) provisions for defeasance;
- (16) the forms of the Bonds, coupons and the trustee's authentication certificate;
- (17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and
- (18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 7. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 8. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed six months. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 9. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 10. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 444

(Council No. 817)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS—AIR PRODUCTS
AND CHEMICALS, INC.

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore to issue, sell and deliver, pursuant to the provisions of Subsection (50) of Article II of the Charter of Baltimore City, at any time or from time to time, its Industrial Development Revenue Bonds, designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Air Products and Chemicals, Inc. Project), Series A", in an aggregate principal amount not to exceed \$4,000,000, in order to loan the proceeds thereof to Air Products and Chemicals, Inc., a Delaware corporation, for the sole and exclusive purpose of financing the acquisition and construction of a certain industrial project in Baltimore City, including certain equipment; authorizing and empowering the Mayor and City Council of Baltimore to issue, sell and deliver its Industrial Development Revenue Bonds, designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Air Products and Chemicals, Inc. Project), Series B", in an aggregate principal amount not to exceed \$4,000,000 to refund the Series A Bonds upon redemption thereof; authorizing the Mayor of the City to accept, on behalf of the City, the Borrower's letter of intent to the City dated March 24, 1980; making certain legislative findings, among others, concerning the public benefit and purpose of such bonds; authorizing the private (negotiated) sale of such bonds; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of any such bonds, to adopt a resolution pursuant to which the Board may specify, prescribe, determine, provide for and approve certain matters, details, documents and procedures in connection with the authorization, issuance, sale and payment for such bonds; and generally providing for and determining various matters and de-

tails in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Subsection (50) of Article II of the Charter of Baltimore City (the "Charter") empowers the Mayor and City Council of Baltimore City (the "City") to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to a private concern to finance the acquisition and construction by such concern of an industrial or commercial project and thereby help relieve conditions of unemployment in the City, encourage the increase of industry and a balanced economy, assist in the retention of existing industry, promote economic development, and in this manner promote the health, welfare and safety of the residents of the City.

The City has received a letter of intent dated March 24, 1980 (the "Letter of Intent") from Air Products and Chemicals, Inc., a Delaware corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the acquisition and construction by the Borrower of an industrial project, including certain equipment, to be located in the City (the "Project"), by the issuance and sale by the City of its Baltimore City, Maryland Industrial Development Revenue Bonds (Air Products and Chemicals, Inc. Project), Series A, in an aggregate principal amount not to exceed \$4,000,000 (the "Series A Bonds"), and by loaning the proceeds of such Series A Bonds to the Borrower upon the terms and conditions set forth in a loan agreement (the "Loan Agreement") to be entered into between the City and Borrower (such loan being herein referred to as the "Loan").

The Project referred to herein consists of a steam hydrocarbon reforming plant which will convert propane into hydrogen and carbon monoxide and will have a shift converter to convert carbon monoxide into water and carbon dioxide, includes related equipment and improvements, and will be constructed and installed at the site of the plant of FMC Corporation located on Patapsco Avenue in the Curtis Bay Section of the City.

The City has been advised by the Borrower that the terms of the Series A Bonds may provide for redemption on short notice at the option of the holder and, under such circumstances, it would be desirable to authorize additional bonds to be issued by the City only upon such optional redemption in order to provide funds required therefor. In furtherance of such purpose, the City may authorize the issuance and sale of its Baltimore City, Maryland Industrial Development Revenue Bonds (Air Products and Chemicals, Inc. Project), Series B, in an aggregate principal amount not to exceed \$4,000,000 ("Series B Bonds" and, collectively with the Series A Bonds, the "Bonds"), the proceeds of such Series B Bonds to be applied immediately to the redemption of the Series A Bonds.

The Loan Agreement will require the Borrower (a) to use the proceeds of the Series A Bonds solely to finance the acquisition and construction of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable. The proceeds of the Series A Bonds shall be used solely to pay costs of acquisition and construction of the Project, to pay financing costs and to pay interest on the Series A Bonds during acquisition and construction of the Project.

As security for the Bonds, the City will enter into a Trust Indenture (the "Indenture") with a trustee (which may be the original purchaser of the Series A Bonds or a bank committing to purchase the Series B Bonds) (the "Trustee"). Pursuant to the Indenture, the City will assign to the Trustee, its successors and assigns (a) all of the City's right, title and interest in and to any remedies under the Loan Agreement, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, and (c) certain moneys which are at any time or from time to time on deposit with the Trustee.

The Loan Agreement, the Indenture and other agreements to be executed and delivered by the City in con-

nection with the issuance and sale of the Bonds shall be approved by the Board of Finance of the City (the "Board") by a resolution (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold by private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE CHARTER:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to Subsection (50) of Article II of the Charter, it is hereby found and determined as follows:

(1) The issuance and sale of the Series A Bonds by the City in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the acquisition and construction by the Borrower of the Project will facilitate and expedite the acquisition and construction of the Project by the Borrower.

(2) The authorization of and potential issuance of the Series B Bonds by the City in order to refund the Series A Bonds upon exercise by the holder thereof of its right to demand redemption thereof will facilitate and expedite the issuance and sale of the Series A Bonds.

(3) The acquisition and construction of the Project by the Borrower and the financing thereof as provided in this Ordinance will (a) create jobs and employment, thus relieving conditions of unemployment in the City; (b) encourage the increase of industry and the creation of a balanced economy in the City; (c) assist in the retention of existing industry in the City; (d) promote economic development; and (e) thereby promote the health, welfare and safety of the residents of the City.

(4) It is in the best interests of the citizens of the City to finance the acquisition and construction of the Project by a loan to the Borrower. This Ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Series A Bonds by the City to the Borrower, rather than a transaction in the form of a lease or sale of the Project. Accordingly, this Ordinance,

together with the Resolution, the Indenture and the Loan Agreement authorized hereby, and the other documents referred to herein, contain, or shall contain, such provisions as the City deems appropriate to effect the financing of the acquisition and construction by the Borrower of the Project by the loan form of transaction.

(5) Neither the Bonds nor the interest thereon shall ever constitute an indebtedness or general obligation of the City or a charge against, or pledge of the general credit or taxing powers of the City, within the meaning of any constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Indenture to be approved by the Board in the Resolution. Payments of the receipts and revenues of the City from the Loan will be paid by the Borrower directly to the Trustee to be used and applied for the payment of the principal of and premium (if any) and interest on the Bonds, as provided in the Indenture to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Charter and this Ordinance.

(6) The City will acquire no interest in the Project. The security for the Bonds shall be solely and exclusively the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement.

(7) The best interests of the City will be served by selling the Bonds by private (negotiated) sale upon terms and conditions approved by the Board.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time or from time to time, the Series A Bonds in an aggregate principal amount not to exceed \$4,000,000 subject to the provisions of this Ordinance. The proceeds of the Series A Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the acquisition and construction of the Project, including payment of necessary financing expenses and interest on the Series A Bonds during construction.

SEC. 3. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver the Series B Bonds in an aggregate principal amount not to exceed \$4,000,000 subject to the provisions of this Ordinance. The Series B bonds will be issued only upon redemption of the Series A Bonds, and the proceeds of the Series B Bonds will be paid to the Trustee and applied solely to the redemption of the Series A Bonds.

SEC. 4. *And be it further ordained*, That the Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 5. *And be it further ordained*, That the Mayor of the City is hereby authorized and directed to accept the Letter of Intent on behalf of the City in order to further evidence the binding commitment of the City to issue, sell and deliver the Bonds in accordance with the terms and provisions of this Ordinance. This Ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Borrower to issue and deliver the Bonds authorized hereby in accordance with the terms hereof; however, the City can make no assurances as to the availability of a ready, willing and able purchaser of the Bonds, and the City will have no obligation to find

a purchaser for the Bonds. The City and the Borrower contemplate that upon the enactment of this Ordinance by the City the Borrower may proceed with the acquisition of the Project prior to the issuance, sale and delivery of the Bonds authorized hereby.

SEC. 6. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Air Products and Chemicals, Inc. Project)", provided that the descriptive title shall contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "Series A" or "Series B"). The Bonds shall bear interest, payable semiannually or more frequently as the purchaser thereof may require, at a fixed rate of interest, as prescribed by the Board in the Resolution, or at a floating rate, the formula for which shall be prescribed by the Board in the Resolution, and may contain provisions permitting conversion of the floating rate to a fixed rate, which fixed rate shall be determined with reference to a formula prescribed by the Board. The Bonds may contain provisions for alternative rates in excess of those prescribed above during any period in which interest on the Bonds is included in the gross income of any holder thereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature and by the Director of Finance of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. The Loan Agreement, the Indenture and, where applicable, all other documents as may be necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid

documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in such amount or amounts not exceeding, in the aggregate, the amounts herein set forth, as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be dated, may be in such denominations, may be of such tenor, may be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places and may contain such provisions for optional and mandatory redemption, in whole or in part, as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of any of the Bonds, the Board shall adopt the Resolution pursuant to which the Board may:

(a) prescribe the final form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest or method of computing the rate or rates of interest (within the limits herein prescribed), denominations, date, actual maturity or maturities (within the limits herein prescribed), and the place or places of payment of the Bonds, and the final terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturity;

(c) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Indenture, and (iii) such other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds;

(d) determine the time or times of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(e) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses (including the fees of Bond Counsel) and compensation to any person (other than employees of the City) performing services by or on behalf of the City in connection therewith; and

(f) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement shall contain such terms, provisions and conditions as the Board shall prescribe in the Resolution.

SEC. 12. *And be it further ordained*, That the Indenture shall contain such terms, provisions and conditions as the Board shall prescribe in the Resolution for the protection and enforcement of the rights and remedies of the holders of the Bonds.

SEC. 13. *And be it further ordained*, That the Bonds shall be sold by private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 14. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute an indebtedness or general obligation of the City or a charge against the general credit or taxing powers of the City

within the meaning of any constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability on the part of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be deposited with the Trustee to be held and disbursed by the Trustee as provided in the Indenture. Payments of the receipts and revenues of the City from the Loan will be paid by the Borrower directly to the Trustee to be used and applied for the payment of the principal of and premium (if any) and interest on the Bonds. No such moneys will be commingled with the City's funds or will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of this Ordinance.

SEC. 15. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Indenture shall, pledge the receipts and revenues under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee, its successors and assigns, to be used and applied for the payment of the principal of and premium (if any) and interest on the Bonds.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance or their application to other per-

sons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for an additional term not to exceed six months. The Board of Finance, in its sole discretion shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If any extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 445

(Council No. 818)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE
BONDS—(FOODARAMA GROUP, INC.
PROJECT) SERIES B

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series,

as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the acquisition by Foodarama Group, Inc., a Maryland corporation, and/or a joint venture of which it is a joint venture partner of a certain project in Baltimore City consisting of the acquisition of the fee interest in certain real property and improvements thereon located at 5315 York Road and 4210 Frankfort Avenue, all in Baltimore City to be used and operated as retail food stores, the renovation of such buildings, and the purchase of certain machinery and equipment and other improvements therein, to be owned and used by Foodarama Group, Inc. and/or a joint venture of which it is a joint venture partner authorizing the Mayor of the City, on behalf of the City, to accept a letter of intent dated October 9, 1981 from Foodarama Group, Inc. to the City; making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Foodarama Group, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages, or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Foodarama Group, Inc., a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,000,000 (the "Bonds"), and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of an Industrial Building Financing Agreement to be entered into, among others, the City and the Borrower (the

"Financing Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan"), to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition of fee interests in real property and the improvements thereon located at 5315 York Road and 4210 Frankfort Avenue, all in Baltimore City, (b) the acquisition of such machinery and equipment, and any and all other improvements as may be necessary or useful in connection with the operation thereof, and (c) the acquisition of other interests in land as may be necessary or suitable for the foregoing, including roads and rights of access, utilities and other necessary site preparation. Upon completion, the Project will be owned by the Borrower and/or a joint venture of which the Borrower is a joint venture partner for use as retail food stores.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That enacting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of acquisition of the Project

will facilitate and expedite the acquisition of the Project by the Borrower.

(2) The acquisition of the Project by the Borrower and the financing of the costs of such acquisition as provided in the Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose, all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of the Bonds. The proceeds of the revenue bonds will be paid directly to a corporate trustee (to be appointed by the Board) or a project fund trustee (which may be the original purchaser of the Bonds), to be held and disbursed by such trustee or project fund trustee as provided in the Financing Agreement, to be approved by the Board in the Resolution; provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the acquisition of the Project, as provided in the Financing Agreement to be approved by the Board in the Resolution. Payments of the

principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to such trustee or to the original purchaser of the Bonds, its successors and assigns, as provided in the Financing Agreement, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the acquisition of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Financing Agreement, (b) any lien and security interest created by the Financing Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Financing Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Financing Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition of the Project.

SEC. 3. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Foodarama Group, Inc. Project) Series B", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution. The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 4. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including a Certificate of Authentication to be endorsed thereon, if required by the Financing Agreement, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 5. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 6. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and

empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 1 of this Ordinance, pursuant to the Financing Agreement, (ii) the form of the Financing Agreement, as provided in the Enabling Law, and (iii) such provisions in the Financing Agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be loaned to the Borrower to finance the costs of the acquisition of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Financing Agreement and from any other moneys made available to the

City for such purpose, all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 8. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby

authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 10. *And be it further ordained,* That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by the Chief, Bureau of Treasury Management of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 11. *And be it further ordained,* That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 12. *And be it further ordained,* That the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which the Bonds may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. If an extension is

granted, notice of such extension and the reasons therefor must be sent to the City Council. To the extent that the Bonds are not issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds shall expire.

SEC. 13. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 446

(Council No. 819)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(1319-23 N. CHARLES PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (1319-23 N. Charles Project)", in the aggregate principal amount not to exceed \$1,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement and renovation of the property situate at 1319-23 N. Charles Street, and certain improvements in connection therewith, to be operated and/or leased to others to be operated, as a restaurant, office, and apartment facility by G.A.D. Limited Partnership, a Maryland limited partnership, including payment of the neces-

sary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from G.A.D. Limited Partnership addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that G.A.D. Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City.

Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from G.A.D. Limited Partnership, a Maryland limited partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$1,000,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the acquisition of the property located at 1319-23 N. Charles Street in Baltimore City, (b) the acquisition and installation in buildings located there, which have 20,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower or any tenant or tenants of the Borrower as a restaurant, office and apartment facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds

during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (with-

out limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be

limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's prop-

erty shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland industrial development revenue Bonds (1319-23 N. Charles Project), in the aggregate principal amount not to exceed \$1,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made

available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (1319-23 N. Charles Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and

on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$1,000,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment

shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or

to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject only to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing

and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 447

(Council No. 820)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE
BONDS—(THE BOSTON METALS COMPANY
CHERRY HILL PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (The Boston Metals Company Cherry Hill Project)", in the aggregate principal amount not to exceed \$700,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 1600 Cherry Hill Road, and certain improvements in connection therewith, to be operated, and/or leased to others to be operated, as a crane-equipped manufacturing, fabricating and/or distribution facility by The Boston Metals Company, a Maryland corporation, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from The Boston Metals Company addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing, selling and delivering, and the time

or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that The Boston Metals Company shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from The Boston Metals Company, a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by

the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$700,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the acquisition of the lots of land located at 1600 Cherry Hill Road in Baltimore City, (b) the acquisition and installation in such building, which has 60,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower or any tenant or tenants of the Borrower as a crane-equipped manufacturing, fabricating and/or distribution facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the

“Project Fund Trustee”), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City’s right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City’s right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the “Resolution”) to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore.* That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the pro-

ceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds,

the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any

guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (The Boston Metals Company Cherry Hill Project), in the aggregate principal amount not to exceed \$700,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (The Boston Metals Company Cherry Hill Project)", provided, that the descriptive title may contain such other descriptive

information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may

determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$700,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limita-

tion) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Sec-

tion 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does

hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence,

clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 448

(Council No. 821)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(ERDMAN SHOPPING CENTER PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Erdman Shopping Center Project)", in the aggregate principal

amount not to exceed \$3,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with improvement, razing, rehabilitation, and renovation of the property situate at 3833-3951 Erdman Avenue, and certain improvements in connection therewith, to be operated, under lease to others, as a community shopping center facility by Goldman & Klein Associates, a Maryland limited partnership, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from Goldman & Klein Associates addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Goldman & Klein Associates shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Goldman & Klein Associates, a Maryland limited partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the leasing, acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling charter bonds of the City in the aggregate principal amount not to exceed \$3,500,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project will consist generally of (a) the improvement, razing, rehabilitation, and renovation of property located at 3833-3951 Erdman Avenue in Baltimore City, (b) installation in buildings located there which have 135,000 square feet, more or less, of aggregate usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by

the Borrower for use by the Borrower or any tenant or tenants of the Borrower as a community shopping center.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the improvement, razing, rehabilitation, and renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by

writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. Be it ordained by the Mayor and City Council of Baltimore, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge

of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used

to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (Erdman Shopping Center Project), in the aggregate principal amount not to exceed \$3,500,000, subject to the provisions

of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Erdman Shopping Center Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by

the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$3,500,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities

upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an

appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution

that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained, That this Ordinance shall take from the date of its passage.*

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 449

(Council No. 822)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(HOBELMANN PORT SERVICES, INC. PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$5,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by Chesapeake Venture, Inc., a Maryland corporation, which is a wholly-owned subsidiary of Hobelmann Port Services, Inc., a Delaware corporation, of a certain project in Baltimore City consisting of the acquisition and improvement of real property located at 1900 Chesapeake Avenue in Baltimore City, and the improvement of other real property owned or leased by Hobelmann Port Services, Inc. or its wholly-owned subsidiary, Chesapeake Venture, Inc., in Fairfield, Baltimore City, including the construction of a deep water berth, all of which will be used in connection with the business of importing automobiles; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 9, 1981 from Hobelmann Port Services, Inc. to the City; making certain legislative findings; authorizing and empowering the Board of Fi-

nance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Hobelmann Port Services, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or bond anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with

the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Hobelmann Port Services, Inc., a Delaware corporation (the Parent), pursuant to which the Parent has requested the City to participate in the financing of the costs of the completion by Chesapeake Venture, Inc., a Maryland corporation (the Borrower), which is a wholly-owned subsidiary of the Parent, of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$5,000,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition of 9.72 acres of real property located at 1900 Chesapeake Avenue in Baltimore City, (b) the construction of a building containing approximately 30,000 square feet for use in its business of importing automobiles on said property, (c) the construction of a deep water berth on property located at 2001 Chesapeake Avenue in Baltimore City, and (d) grading, paving and other improvements of facilities owned or leased by the Borrower in Fairfield, Baltimore City, as may be necessary or useful in connection with the operation of Borrower's business.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City

(the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project, will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower, and the financing of the costs of such completion as provided in this Ordinance, will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City, and shall not be a pledge of, or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising

in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$5,000,000 subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordi-

nance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City, or a facsimile thereof, shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature, or a facsimile of whose signature, shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things, and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consum-

mation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by the Chief, Bureau of Treasury Management, of the City, or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1981 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, and as soon as, the reason for deferring the issuance of the bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from

the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 450

(Council No. 823)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS—WEST LOMBARD STREET
PARKING FACILITY PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (West Lombard Street Parking Facility Project)" in an aggregate principal amount not exceeding \$7,500,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) in order to loan the proceeds to C C & F Baltimore Associates

Limited Partnership, a limited partnership to be formed or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain parking facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect

the financing of the parking facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50)—Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Re-

vision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$7,500,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds (West Lombard Street Parking Facility Project)" (the "Bonds") and to loan the proceeds of such Bonds to C C & F Baltimore Associates Limited Partnership, a limited partnership to be formed or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of a multi-story parking facility having approximately 750 spaces to be located in the vicinity of the block bounded by Lombard, Howard and Pratt Streets and Hopkins Place in the City, machinery or equipment necessary or useful for the parking facility, and the site or interests in land necessary or desirable for the parking facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell such facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general

credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as

that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$7,500,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (West Lombard Street Parking Facility Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$7,500,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the

date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (West Lombard Street Parking Facility Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on

Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form deter-

mined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, That, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the parking facilities constituting the Facilities. The Mayor

and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural

treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 451

(Council No. 824)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
DAVID H. MURDOCK DEVELOPMENT COMPANY
(AREA 20 PARKING PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Industrial Development Revenue Bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Area 20 Parking Project)", in the aggregate principal amount not to exceed \$8,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition of one or more parking facilities containing approximately 750 parking spaces which shall be located within the block ("Area 20") bounded by Lee, Light, Barre and Charles Streets in Baltimore City, Maryland; making certain legislative findings; authorizing the loan of the proceeds of the bonds to David H. Murdock Development Company or one or more joint ventures, partnerships, corporations, or other entities involving parties yet to be identified (the "Borrower"); authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of

Finance shall (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that the Borrower shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of the project; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law include relieving conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, and promoting economic development in Baltimore City.

The City has received a letter of intent dated October 8, 1981 (the "Letter of Intent") on behalf of David H. Murdock Development Company or one or more joint ventures, partnerships, corporations or other entities involving parties yet to be identified, pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition of parking facilities containing approximately 750 parking spaces to be located within Area 20 (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$8,500,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a

Loan Agreement to be entered into between the City and the Borrower (the "Loan Agreement") such loan being herein referred to as (the "Loan").

The City has received the Letter of Intent from David H. Murdock Development Company and has, determined to accept the Letter of Intent. The City has determined to issue its Industrial Development Revenue Bonds (Area 20 Parking Project) in the principal amount not to exceed \$8,500,000 (the "Bonds") in order to finance the acquisition of the Project by the Borrower as proposed in the Letter of Intent.

The Loan Agreement will require the Borrower (a) to use the proceeds of the Bonds solely to finance the acquisition of the Project, and (b) to make loan payments which will be sufficient to enable the City to pay the principal of and interest in premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a Trust Agreement (the "Trust Agreement") with a corporate Trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and if appropriate a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) all security referred to therein, excepting only the rights of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every descrip-

tion and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. Be it ordained by the Mayor and City Council of Baltimore, That acting pursuant to the Enabling Law, it is hereby found and determined as follows :

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite the acquisition and installation of the Project by the Borrower.

(2) The acquisition and installation of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) encouraging the increase of industry and a balanced economy in Baltimore City, and (c) promoting economic development in Baltimore City and will further the purposes, objects and powers of the City.

(3) Neither the Bonds nor the interest thereon shall ever constitute a pledge of, or involve the faith and credit or the taxing power of, the City, and neither shall con-

stitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan, and from any other moneys made available to the City for such purposes. The proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or if deemed appropriate by the Board, by the Project Fund Trustee as provided in the Assignment or, if deemed appropriate by the Board, directly to or for the benefit of the Borrower, to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of the transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the acquisition and installation of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage

or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Area 20 Parking Project), in the aggregate principal amount not to exceed \$8,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and installation of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City,

Maryland Industrial Development Revenue Bond (Area 20 Parking Project)", provided that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1982 Series", "1983 Series", "1984 Series", "1985 Series," etc.). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 4. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including the Trustee's Certificate of Authentication to be endorsed thereon, if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 5. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director

of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$8,500,000 as the Board shall prescribe in the Resolution.

SEC. 7. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 10. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 11. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 12. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute a

pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or if deemed appropriate by the Board, by the Project Fund Trustee as provided in the Assignment or if deemed appropriate by the Board, such proceeds will be paid to or for the benefit of the Borrower, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 13. *And be it further ordained,* That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement, to be approved by the Board

in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 14. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the acquisition and installation of the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building and landscape design.

SEC. 15. *And be it further ordained*, That the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds for the benefit of the Borrower.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within five years from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided by this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board of Finance may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed five years. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 452

(Council No. 825)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(MAGNETICS INC. PROJECT)

FOR the purpose of (a) authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in an aggregate principal amount not exceeding \$750,000.00 pursuant to the provisions of Article II, subsection (50) of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by Magnetix Inc. of a certain project consisting of the acqui-

sition of the real property located at Holabird Industrial Park in the City of Baltimore, Maryland (including the existing improvements thereon), the renovation of certain improvements thereon, and the purchase and installation of certain machinery and equipment therein, to be owned by the Borrower and leased to one or more tenants for use as office and commercial facilities; (b) authorizing the Mayor of the City, on the City's behalf, to accept the letter of intent dated October 9, 1981, from the Borrower to the City; (c) making certain legislative findings; (d) authorizing and empowering the City's Board of Finance by one or more resolutions adopted before the issuance, sale and delivery of any series of such bonds, to (i) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling such bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of such bonds, and (ii) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; (e) authorizing the Board to adopt one or more supplemental resolutions for certain purposes; (f) authorizing the issuance of notes in anticipation of the issuance of such bonds; (g) providing that the Borrower shall agree to submit any plans and specifications to, and to cooperate with, the City's Department of Housing and Community Development in connection with the completion of such project; (h) providing that such bonds or bond anticipation notes must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor, unless the Board approves one six-month extension as provided in this Ordinance; and (i) generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Article II, subsection (50) of the Charter of Baltimore City (1964 Revision), as amended (hereinafter referred to as the "Enabling Law"), empowers Mayor and City Council of Baltimore (herein referred to as the "City") to borrow money to finance undertakings for

the accomplishment of any of the City's purposes, objects and powers and in connection therewith to issue bonds, notes or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable and payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (b) the revenues from or arising in connection with any contracts, mortgages or other securities, purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations. The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in the City of Baltimore, Maryland, encouraging the increase of industry and a balanced economy therein, promoting economic development therein, and promoting the health, welfare and safety of the residents thereof.

The City has received a letter of intent dated October 9, 1981 (hereinafter referred to as the "Letter of Intent") from Magnetix Inc., a corporation organized and existing under the law of Maryland (herein referred to as the "Borrower"), pursuant to which the Borrower has requested the City to participate in financing the costs of the Borrower's completion of a certain project in the City of Baltimore, Maryland (herein referred to as the "Project"), by issuing and selling the City's industrial development revenue bonds in an aggregate principal sum not exceeding \$750,000.00 (hereinafter referred to as the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by it for the sole and exclusive purpose of financing the costs of its completion of the Project.

The Project will consist generally of (a) the acquisition of a tract of land located at Holabird Industrial Park, Baltimore, Maryland, and the existing improvements thereon (consisting of, among other things, a one-

story building containing approximately 40,000 square feet of floor area), (b) the renovation of such existing improvements for offices and commercial space, (c) the acquisition, construction and installation in such improvements of such machinery and equipment, and such other improvements, as may be necessary or useful in connection with the operation thereof, and (d) the acquisition of such other interests in land (including, by way of example rather than of limitation, roads, rights of access, utilities and other necessary site preparation facilities) as may be necessary or suitable for the foregoing purposes. Upon its completion, the Project will be owned and used by the Borrower in its business of manufacturing, distributing and marketing paper and office supplies.

The Enabling Law provides that the City may authorize and empower the City's Board of Finance (herein referred to as the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE PROVISIONS OF THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the provisions of the Enabling Law, it is hereby found and determined that

1.1. The City's issuance and sale of the Bonds pursuant to the provisions of the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project will facilitate and expedite such completion.

1.2. The Borrower's completion of the Project and the financing of the costs thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and

increasing jobs and employment in the City of Baltimore, (b) promoting economic development therein, and (c) encouraging the increase of industry and a balanced economy therein.

1.3. The Bonds shall not be general obligations of the City, shall not be a pledge of or involve the City's faith and credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of Article XI, Section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, and all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained,* That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in an aggregate principal sum not exceeding \$750,000.00, subject to the provisions of this Ordinance. The proceeds of the Bonds shall be made available to the Borrower under terms and conditions approved by the Board and set forth in a resolution, and shall be used by the Borrower for the sole purpose of financing the costs of the completion of the Project. ANY PROCEEDS OF THE BONDS, AND ANY SUMS EARNED BY INVESTMENT OF SUCH PROCEEDS BEFORE DISBURSEMENT, WHICH PROCEEDS AND OTHER SUMS REMAIN UNDISBURSED AFTER MAKING FULL PAYMENT (OR PROVISION THEREFOR) OF THE COSTS OF THE COMPLETION

OF THE PROJECT, SHALL BE APPLIED TO THE REDEMPTION OF THE BONDS AT THE EARLIEST PRACTICABLE REDEMPTION DATE.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City (herein referred to as the "Mayor") is hereby authorized to accept the Letter of Intent on the City's behalf to further evidence the City's present intent to issue the Bonds in accordance with the provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds, to

4.1. prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and their issuance and sale;

4.2. approve (a) the City's pledge or assignment of any of the security described in by the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

4.3. approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

4.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That the Board is hereby authorized and empowered to adopt one or more resolutions from time to time, either before or after the issuance, sale and delivery of the Bonds, to supplement the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and thereby to approve amendments or supplements to or substitutes for the forms and provisions of the Bonds, such trust agreement or similar agreement and all other documents approved by such resolution or resolutions, provided that each such supplemental resolution and each such amendment, supplement or substitute shall be in accordance with the provisions of the Enabling Law and this Ordinance.

SEC. 6. *And be it further ordained*, That the Bonds shall not be general obligations of the City, shall not be a pledge of or involve the City's faith and credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of Article XI, Section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed in the City's name and on its behalf by the Mayor, by his manual or facsimile signature, and by the City's Director of Finance, by his manual or facsimile signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The trust agreement or similar agreement and

all other documents approved by the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and any and all amendments thereto approved by a resolution referred to in the provisions of Section 5 hereof, shall be executed in the City's name and on its behalf by the Mayor by his manual signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. In case any officer whose signature or a facsimile thereof shall appear on the Bonds or any of the said documents shall cease to be such officer before the delivery of the Bonds or any other such document, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if such officer had remained in office until delivery. The Mayor, the City's Director of Finance, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the resolutions referred to in the provisions of Sections 4, 5 and 8 hereof to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to the provisions of Article 31, Section 12 of the Annotated Code of Maryland (1976 Replacement Volume and 198[0] Cumulative Supplement), as amended (hereinafter referred to as the "Note Enabling Law"). Reference in this Ordinance to the Bonds shall include such bond anticipation notes where appropriate. As permitted by the provisions of the Enabling Law and the Note Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any of such bond anticipation notes, to

8.1. prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling any such bond anticipation notes (including one or more negotiated or competitive bid sales), the time or

times of their issuance, and any and all other details of such bond anticipation notes and their issuance and sale;

8.2. approve (a) the City's pledge or assignment of any of the security described in the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law or the Note Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

8.3. approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

8.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Note Enabling Law, the City hereby covenants (a) to pay any bond anticipation notes issued pursuant to the provisions of this Section, and the interest thereon, from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and (b) to issue such Bonds when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the City's control, including (without limitation) the existence of a purchaser or purchasers of such Bonds when the reason for deferring the issuance of the Bonds no longer exists, and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 9. *And be it further ordained*, That the Borrower shall agree that

9.1. it will submit any plans and specifications for the Project to the City's Department of Housing and Com-

munity Development for approval, and that such Department may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

9.2. it and its developers will work with the design advisory group appointed by such Department to achieve high quality site, building and landscape design.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstance, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof is inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or any bond anticipation notes issued pursuant to the provisions of Section 8 hereof must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor; provided, that the Board, after a showing of good cause at a public hearing held before the Board before or after the expiration of such six-month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not exceeding six (6) months from the date on which the first six-month period expires. The Board, in its sole discretion and without action by the City Council of the City, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of such six-month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council of the City. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve

(12) months from the date on which this Ordinance is approved by the Mayor, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 453

(Council No. 826)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
(COHUTTA ASSOCIATES PROJECT)

FOR the purpose of (a) authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in an aggregate principal amount not exceeding \$690,000.00 pursuant to the provisions of Article II, Subsection (50) of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by Cohutta Associates of a certain project consisting of the acquisition of the real property located at Holabird Industrial Park in the City of Baltimore, Maryland (including the existing improvements thereon), the renovation of certain improvements thereon, and the purchase and installation of certain machinery and equipment therein, to be owned by the Borrower and leased to one or more tenants for use as office and commercial facilities; (b) authorizing the Mayor of the City, on the City's behalf, to accept the letter of intent dated October 9, 1981, from the Borrower to the City; (c) mak-

ing certain legislative findings; (d) authorizing and empowering the City's Board of Finance by one or more resolutions adopted before the issuance, sale and delivery of any series of such bonds, to (i) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling such bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of such bonds, and (ii) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; (e) authorizing the Board to adopt one or more supplemental resolutions for certain purposes; (f) authorizing the issuance of notes in anticipation of the issuance of such bonds; (g) providing that the Borrower shall agree to submit any plans and specifications to, and to cooperate with, the City's Department of Housing and Community Development in connection with the completion of such project; (h) providing that such bonds or bond anticipation notes must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor, unless the Board approves one six-month extension as provided in this Ordinance; and (i) generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Article II, subsection (50) of the Charter of Baltimore City (1964 Revision), as amended (hereinafter referred to as the "Enabling Law"), empowers Mayor and City Council of Baltimore (herein referred to as the "City") to borrow money to finance undertakings for the accomplishment of any of the City's purposes, objects and powers and in connection therewith to issue bonds, notes or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable and payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by

the issuance of such bonds, notes or other obligations, (b) the revenues from or arising in connection with any contracts, mortgages or other securities, purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations. The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in the City of Baltimore, Maryland, encouraging the increase of industry and a balanced economy therein, promoting economic development therein, and promoting the health, welfare and safety of the residents thereof.

The City has received a letter of intent dated October 9, 1981 (hereinafter referred to as the "Letter of Intent") from Cohutta Associates, a partnership organized and existing under the law of Maryland (herein referred to as the "Borrower"), pursuant to which the Borrower has requested the City to participate in financing the costs of the Borrower's completion of a certain project in the City of Baltimore, Maryland (herein referred to as the "Project"), by issuing and selling the City's industrial development revenue bonds in an aggregate principal sum not exceeding \$690,000 (hereinafter referred to as the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by it for the sole and exclusive purpose of financing the costs of its completion of the Project.

The Project will consist generally of (a) the acquisition of a tract of land located at Holabird Industrial Park, Baltimore, Maryland, and the existing improvements thereon (consisting of, among other things, a one-story building containing approximately 30,000 square feet of floor area), (b) the renovation of such existing improvements for offices and commercial space, (c) the acquisition, construction and installation in such improvements of such machinery and equipment, and such other improvements, as may be necessary or useful in connection with the operation thereof, and (d) the acquisition of such other interests in land (including, by way of example rather than of limitation, roads, rights

of access, utilities and other necessary site preparation facilities) as may be necessary or suitable for the foregoing purposes. Upon its completion, the Project will be owned by the Borrower and leased, for use as commercial facilities, to R. J. Carpet Distributors, Inc., the principals of which are also principals of the Borrower.

The Enabling Law provides that the City may authorize and empower the City's Board of Finance (herein referred to as the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE PROVISIONS OF THE ENABLING LAW,

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the provisions of the Enabling Law, it is hereby found and determined that

1.1. The City's issuance and sale of the Bonds pursuant to the provisions of the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project will facilitate and expedite such completion.

1.2. The Borrower's completion of the Project and the financing of the costs thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in the City of Baltimore, (b) promoting economic development therein, and (c) encouraging the increase of industry and a balanced economy therein.

1.3. The Bonds shall not be general obligations of the City, shall not be a pledge of or involve the City's faith and credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of

Article XI, Section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, and (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in an aggregate principal sum not exceeding \$690,000, subject to the provisions of this Ordinance. The proceeds of the Bonds shall be made available to the Borrower under terms and conditions approved by the Board and set forth in a resolution, and shall be used by the Borrower for the sole purpose of financing the costs of the completion of the Project. ANY PROCEEDS OF THE BONDS, AND ANY SUMS EARNED BY INVESTMENT OF SUCH PROCEEDS BEFORE DISBURSEMENT, WHICH PROCEEDS AND OTHER SUMS REMAIN UNDISBURSED AFTER MAKING FULL PAYMENT (OR PROVISION THEREFOR) OF THE COSTS OF THE COMPLETION OF THE PROJECT, SHALL BE APPLIED TO THE REDEMPTION OF THE BONDS AT THE EARLIEST PRACTICABLE REDEMPTION DATE.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City (herein referred to as the "Mayor") is hereby authorized to accept the Letter of Intent on the City's behalf to further evidence the City's

present intent to issue the Bonds in accordance with the provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds, to

4.1. prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and their issuance and sale;

4.2. approve (a) the City's pledge or assignment of any of the security described in by the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

4.3. approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

4.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That the Board is hereby authorized and empowered to adopt one or more resolutions from time to time, either before or after the issuance, sale and delivery of the Bonds, to supplement the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and thereby to approve amendments or supplements to or substitutes for the forms and provisions of the Bonds, such trust agreement or similar agreement and all other documents approved by such

resolution or resolutions, provided that each such supplemental resolution and each such amendment, supplement or substitute shall be in accordance with the provisions of the Enabling Law and this Ordinance.

SEC. 6. *And be it further ordained*, That the Bonds shall not be general obligations of the City, shall not be a pledge of or involve the City's faith and credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of Article XI, Section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed in the City's name and on its behalf by the Mayor, by his manual or facsimile signature, and by the City's Director of Finance, by his manual or facsimile signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The trust agreement or similar agreement and all other documents approved by the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and any and all amendments thereto approved by a resolution referred to in the provisions of Section 5 hereof, shall be executed in the City's name and on its behalf by the Mayor by his manual signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature.

In case any officer whose signature or a facsimile thereof shall appear on the Bonds or any of the said documents shall cease to be such officer before the delivery of the Bonds or any other such document, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if such officer had remained in office until delivery. The Mayor, the City's Director of Finance, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the resolutions referred to in the provisions of Sections 4, 5 and 8 hereof to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to the provisions of Article 31, Section 12 of the Annotated Code of Maryland (1976 Replacement Volume and 198[0] Cumulative Supplement), as amended (hereinafter referred to as the "Note Enabling Law"). Reference in this Ordinance to the Bonds shall include such bond anticipation notes where appropriate. As permitted by the provisions of the Enabling Law and the Note Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any of such bond anticipation notes, to

8.1. prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling any such bond anticipation notes (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of such bond anticipation notes and their issuance and sale;

8.2. approve (a) the City's pledge or assignment of any of the security described in the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law or the Note Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

8.3. approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

8.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Note Enabling Law, the City hereby covenants (a) to pay any bond anticipation notes issued pursuant to the provisions of this Section, and the interest thereon, from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and (b) to issue such Bonds when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the City's control, including (without limitation) the existence of a purchaser or purchasers of such Bonds when the reason for deferring the issuance of the Bonds no longer exists, and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 9. *And be it further ordained*, That the Borrower shall agree that

9.1. it will submit any plans and specifications for the Project to the City's Department of Housing and Community Development for approval, and that such Department may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

9.2. it and its developers will work with the design advisory group appointed by such Department to achieve high quality site, building and landscape design.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstance, such illegality, invalidity, unconstitutionality

or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof is inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or any bond anticipation notes issued pursuant to the provisions of Section 8 hereof must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor; provided, that the Board, after a showing of good cause at a public hearing held before the Board before or after the expiration of such six-month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not exceeding six (6) months from the date on which the first six-month period expires. The Board, in its sole discretion and without action by the City Council of the City, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of such six-month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council of the City. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve (12) months from the date on which this Ordinance is approved by the Mayor, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 454

(Council No. 827)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(MAY DEPARTMENT STORES COMPANY PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the cost of the completion by The May Department Stores Company, a New York corporation, of a certain project in Baltimore City consisting of the rehabilitation, equipping, fixturing, remodeling and improving of an eight story building for use in its business of retail sales and for rental of certain space therein; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October , 1981 from The May Department Stores Company to the City; making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that The May Department Stores Company shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or bond anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within two years from the date this Ordinance is approved by the Mayor;

authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of payments and other amounts derived by the City under a Loan Agreement, except to the extent payable from unexpended Bond proceeds and income from the investment thereof. The purposes, objects and powers of City contemplated by the Enabling Law include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

City has received a letter of intent dated October 8, 1981 (the "Letter of Intent") from The May Department Stores Company, a New York corporation (the "Borrower"), pursuant to which Borrower has requested City to participate in the financing of a portion of the costs of the completion by Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling City's industrial development revenue bonds in the aggregate principal amount not to exceed \$10,000,000 (the "Bonds"), and by making the proceeds of the Bonds available to Borrower to be used by the Borrower for the sole and exclusive purpose of financing a portion of the costs of the completion of the Project by Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of City as mentioned in the Enabling Law, will consist of the rehabilitation of an existing building, five floors of which are expected to be used by Borrower as a retail sales facility and three floors of which are expected to be leased by Borrower, and acquisition and installation of certain equipment and fixtures in connection with Borrower's business of retail sales, all as more fully described in the Letter of Intent.

The Enabling Law provides that City may authorize and empower the Board of Finance of City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the bonds.

NOW THEREFORE IN ACCORDANCE WITH THE
ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the bonds by City pursuant to the Enabling Law in order to make the proceeds thereof available to Borrower for the sole and exclusive purpose of financing a portion of the costs of completion of the Project will facilitate and expedite the completion of the Project by Borrower.

(2) The completion of the Project by Borrower and the financing of the costs of such completion as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; (c) encouraging a balanced economy in Baltimore City; and (d) encouraging the continued viability of retail operations in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of City and shall not be a pledge of or involve the

faith and credit or the taxing power of City and shall not constitute a debt of City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of City. All of the Bonds shall be limited obligations of City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of payments and other amounts derived by the City under a Loan Agreement, except to the extent payable from unexpended Bond proceeds and income from the investment thereof, all as Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to Borrower under terms and conditions approved by Board and set forth in a Resolution, and used by Borrower for the sole and exclusive purpose of financing a portion of the costs of the completion of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of City to issue the Bonds, and the Mayor of City is hereby authorized to accept the Letter of Intent on behalf of City in order to further evidence the present intent of City to issue the Bonds in accordance with the terms and provision of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all

other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to Borrower to finance a portion of the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of City and shall not be a pledge of or involve the faith and credit or the taxing power of City, and shall not constitute a debt of City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of City. All of the Bonds shall be limited obligations of City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of payments and other amounts derived by the City under a Loan Agreement, except to the extent payable from unexpended Bond proceeds and income from the investment thereof, all as Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for review and approval; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of The Mayor and City Council of City and on its behalf by the Mayor of City, by his manual or facsimile signature, and by the Director of Finance of City, by his manual or facsimile signature, and the corporate seal of City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of The Mayor and City Council of City and on its behalf by the Mayor of City by his manual or facsimile signature, and the corporate seal of City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of City, the Director of Finance of City, the Custodian of the City Seal and other officials of City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of City by the Mayor of City or by the Chief, Bureau of Treasury Management of City or by such

other appropriate official of City as may be designated by the Mayor of City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Bond Anticipation Note Enabling Legislation, City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance.

nance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and City hereby further covenants to issue such Bonds, as the case may be, when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. Board, in its sole discretion, and without action by City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month

period. If an extension is granted, notice of such extension and the reasons therefore must be sent to City Council. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of City, the authority provided in this Ordinance for City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 455

(Council No. 828)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
A & R—WATERFORD JOINT VENTURE PROJECT

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue, sell and deliver, at any time or from time to time, and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (A & R—Waterford Joint Venture Project)", in the aggregate principal amount not to exceed \$12,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the acquisition of certain real property located in Baltimore City, together with all existing improvements located thereon, (b) the construction of a multi-story, residential rental apartment building and related improvements and ap-

purtenances on said real property, (c) the acquisition and installation of certain machinery and equipment necessary or useful in connection with said real property, apartment building, improvements and appurtenances, and (d) the acquisition of such interests in land as may be necessary or desirable for said apartment building, improvements and appurtenances, together with roads, other rights of access, utilities and other necessary facilities; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent of A & R—Waterford Joint Venture to the City dated October 12, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance shall (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that A & R—Waterword Joint Venture shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of such real property and interests in land, the construction of the apartment building, improvements and appurtenances to be located thereon, and the acquisition and installation of the machinery and equipment necessary or useful in connection with said real property, apartment building, improvements and appurtenances; providing that, except under certain circumstances, if such bonds are not issued and sold within six months after the date on which this Ordinance is approved by the Mayor of the City, the authorization provided for in this Ordinance for the City to issue and sell such bonds shall expire; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling

Law”), empowers Mayor and City Council of Baltimore (the “City”) to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the “Letter of Intent”) from A & R—Waterford Joint Venture, a Maryland joint venture (the “Borrower”), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition by the Borrower of certain real property and interests in land located in Baltimore City (together with all existing improvements located thereon), the construction, by the Borrower of a multi-story, residential rental apartment building and related improvements and appurtenances on said on said real property, and the acquisition and installation of certain machinery and equipment necessary or useful in connection with said real property, apartment building, improvements and appurtenances, (the “Project”), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$12,000,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the “Loan Agreement”), as permitted by the Enabling Law (such loan being herein referred to as the “Loan”).

The Project will consist of (a) the acquisition by the Borrower of certain real property containing approximately 64,896 square feet, more or less, located in Baltimore City in the vicinity of North Poplar Grove Street and North Franklinton Road, including, but not being limited to those properties known as 716-758 North Poplar Grove Street, 817-841 North Franklinton Road, and two lots designated as Numbers 66 and 67 in the 800 block of North Franklinton Road, together with all

existing improvements located thereon, (b) the construction of a multi-story, residential rental apartment building and related improvements and appurtenances on the real property to be acquired, (c) the acquisition and installation of certain machinery and equipment necessary or useful in connection with said real property, apartment building, improvements and appurtenances, and (d) the acquisition of such interests in land as may be necessary or desirable for said apartment building, improvements and appurtenances, together with roads, other rights of access, utilities and other necessary facilities. After completion, it is contemplated that the Borrower will sell the Project to the Housing Authority of Baltimore City, which will thereafter operate the Project.

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of, and interest and premium, if any, on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the revenue bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title

and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the revenue bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the revenue bonds. If the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that (a) the Project Fund Trustee is not necessary, and (b) if the Assignment is entered into, the City will enter into the Assignment with only the original purchaser of the revenue bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in

Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Neither the revenue bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this

Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time, or from time to time, and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (A & R—Waterford Joint Venture Project) in the aggregate principal amount not to exceed \$12,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan

Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (A & R—Waterford Joint Venture Project)", provided that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series", or "1982 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise repro-

duced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City, are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time, or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$12,000,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method determining the same) denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained,* That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not consistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained,* That as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained,* That neither the Bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or other constitutional, statutory or charter provisions limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or

will be subject to the absolute control of the City, but will be subject to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, which approval shall not be withheld unreasonably; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or

inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance, or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after a showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 456

(Council No. 829)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
H. B. NORTHWAY LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series,

as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the construction, reconstruction, renovation, and/or rehabilitation of improvements which are owned by H. B. Northway Limited Partnership or assigns designated by the Board of Finance and used as rental dwelling units and offices, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from H. B. Northway Limited Partnership or assigns designated by the Board of Finance to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that H. B. Northway Limited Partnership or assigns designated by the Board of Finance shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from H. B. Northway Limited Partnership or assigns designated by the Board of Finance (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$3,500,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of fi-

nancing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements located at 3700-3702 North Charles Street to be used as rental dwellings and offices which will be owned and operated by the Borrower, and (b) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time and agrees that the units will not be converted into condominiums.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordi-

nance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds,

and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or

restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature,

and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and

all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutional-

ity, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 457

(Council No. 830)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
OXFORD CONSTRUCTION SERVICES, INC.

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Oxford Services, Inc. of certain real property located in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Oxford Construction Services, Inc. and used as rental dwelling units which will be sold to the Housing Authority of Baltimore City upon completion of construction; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Oxford Construction Services, Inc. to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Oxford Construction Services, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Com-

munity Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Oxford Construction Services, Inc. (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$6,500,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located in the 1000 block of West Baltimore Street in the Poppleton Urban Renewal Area, (b) the construction of rental dwelling units for the elderly, and (c) sale of the units to the Housing Authority of Baltimore City upon completion of construction.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. Be it ordained by the Mayor and City Council of Baltimore, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the pro-

ceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,500,000,

subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by

his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery

of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 458

(Council No. 831)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
NEIGHBORHOOD RENTAL SERVICES, INC.

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,600,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Neighborhood Rental Services, Inc. of certain real property in the Patterson Park Area in Baltimore City, together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Neighborhood Rental Services, Inc. and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Neighborhood Rental Services, Inc. to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Neighborhood Rental Services, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Com-

munity Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-sections (50) and (51) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Neighborhood Rental Services, Inc. (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$1,600,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property in the area of East Baltimore bounded generally by Broadway, Highland Avenue, Eager Street and Eastern Avenue for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction, of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council*

of *Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in *Baltimore City*; (b) promoting economic development in *Baltimore City*; and (c) encouraging the increase of industry and a balanced economy in *Baltimore City*.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at

any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,600,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the

Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and

on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pur-

suant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issu-

ance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the au-

thority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 459

(Council No. 832)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOUSING ASSISTANCE CORPORATION

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$615,000 pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Housing Assistance Corporation of certain real property located at 2400 Linden Avenue in the Reservoir Hill Urban Renewal Area, in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Housing Assistance Corporation and used as rental dwelling units and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Housing Assistance Corporation to the City, making certain legislative findings;

authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Housing Assistance Corporation shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any con-

tracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Housing Assistance Corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$615,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at 2400 Linden Avenue in the Reservoir Hill Urban Renewal Area for use and rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction, of any existing improvements which will be owned and operated by the Borrower, (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the

"Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured

solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$615,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to

be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the

costs of the acquisition and/or development of the Project;
and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor

of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 460

(Council No. 833)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
LEXINGTON-GREEN LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,600,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as

amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Lexington-Green Limited Partnership of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Lexington-Green Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Lexington-Green Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Lexington-Green Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of

Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Lexington-Green Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,600,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist

generally of (a) the acquisition by the Borrower of certain real property located at 617-631 West Lexington Street in the Orchard-Biddle Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Borrower, through the City has applied for an Urban Development Action Grant, the proceeds of which will be used to pay a portion of the costs of the acquisition and development of the Project.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordi-

nance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,600,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds,

and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or

restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature,

and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and

all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutional-

ity, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 461

(Council No. 834)

AN ORDINANCE concerning

**INDUSTRIAL DEVELOPMENT REVENUE BONDS
BOKEL JOINT VENTURE**

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Bokel Joint Venture of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Bokel Joint Venture and used as a community center with multiple commercial uses, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Bokel Joint Venture to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Bokel Joint Venture shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or antici-

pation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Bokel Joint

Venture (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$1,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at the southwest corner of York Road and Notre Dame Lane in the York-Woodbourne Area for use as a community center with multiple commercial uses, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the pro-

ceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained,* That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,000,000,

subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by

his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery

of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 462

(Council No. 835)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
TRINITY PLACE LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$4,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Trinity Place Limited Partnership of certain real property located at the southeast corner of the intersection of Bank Street and Exeter Street in Little Italy, in Baltimore City, together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Trinity Place Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Trinity Place Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Trinity Place Limited Partnership shall agree to submit any plans and speci-

cations to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Trinity Place Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$4,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at the southeast corner of the intersection of Bank and Exeter Streets in Little Italy for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. Be it ordained by the Mayor and City Council

of Baltimore, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at

any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$4,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the

Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and

on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pur-

suant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters

not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue

and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 463

(Council No. 837)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOUSING ASSISTANCE CORPORATION

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Housing Assistance Corporation its subsidiaries and assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Housing Assistance Corporation its subsidiaries and assigns and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Housing Assistance Corporation its subsidiaries and assigns to the City, making certain legislative findings; authorizing and empowering the

Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Housing Assistance Corporation its subsidiaries and assigns shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or

otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Housing Assistance Corporation its subsidiaries and assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$10,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property at various locations in Baltimore City, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements for use as rental dwellings which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the

form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising

in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance;

nance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community

Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery

of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and

sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 464

(Council No. 838)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
WEST FAYETTE LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$4,800,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by West Fayette Limited Partnership of certain real property in Baltimore City together with any improvements located there-

on, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by West Fayette Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from West Fayette Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that West Fayette Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obli-

gations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from West Fayette Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$4,800,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at 1500-1532 and 1501-1531 West Fayette Street in the Franklin Square Urban Renewal Area for use as rental dwellings, (b) the renovation,

rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or

involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$4,800,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and

empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mort-

gages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the

Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the

Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance

or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 465

(Council No. 839)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HEPTASOPH LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any

time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$9,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Heptasoph Limited Partnership of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Heptasoph Limited Partnership and used as multi-use commercial complex, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Heptasoph Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Heptasoph Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Heptasoph Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$9,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of fi-

nancing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located in the unit block of West Preston Street in the Mount Vernon Historic District for use as a multiple-use commercial complex, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contem-

plated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$9,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds,

and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or

restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature,

and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and

all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutional-

ity, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 466

(Council No. 841)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
FRANKLIN SQUARE LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,000,000 pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Franklin Square Limited Partnership of certain real property being the square block bounded by Carey, Lexington, Calhoun, and Saratoga Streets in the Franklin Square Urban Renewal Area in Baltimore City, together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Franklin Square Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Franklin Square Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Franklin Square Limited Partnership shall agree to submit any plans and

specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Franklin Square Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$3,000,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property being the square block bounded by Carey, Lexington, Calhoun, and Saratoga Streets in the Franklin Square Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction, of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Borrower, through the City, has applied for an Urban Development Action Grant, the proceeds of which will be used to pay a portion of the costs of the acquisition and development of the Project.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

**NOW THEREFORE, IN ACCORDANCE WITH THE
ENABLING LAW:**

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a

resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing

and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case

may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and

sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 467

(Council No. 842)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
BARCLAY-GREENMOUNT NSA
LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,500,000 pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Barclay-Greenmount NSA Limited Partnership of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Barclay-Greenmount NSA Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the

letter of intent dated October 12, 1981, from Barclay-Greenmount NSA Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Barclay-Greenmount NSA Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues

from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Barclay-Greenmount NSA Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$6,500,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located in the Barclay and Greenmount NSA Urban Renewal Areas, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the

"Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured

solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to

be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the

costs of the acquisition and/or development of the Project;
and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, **or** parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor

of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 468

(Council No. 843)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOLLINS TOWNHOUSES LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City

(1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Hollins Townhouses Limited Partnership of certain real property in the 1000, 1100, and 1300 blocks of Hollins Street, the 1000 block of Booth Street, and the 900 block of Lemmon Street in the Poppleton and Franklin Square Urban Renewal Areas, in Baltimore City, together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Hollins Townhouses Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Hollins Townhouses Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Hollins Townhouses Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Hollins Townhouses Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive pur-

pose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property in the 1000, 1100, and 1300 blocks of Hollins Street, the 1000 block of Booth Street, and the 900 block of Lemmon Street in the Poppleton and Franklin Square Urban Renewal Areas for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction, of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of

Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature,

and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing

and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid

or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 469

(Council No. 844)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
AMITY RAMBLE LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,100,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Amity Ramble Limited Partnership of certain real property located in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Amity Ramble Limited Partnership and used as rental dwelling units for families and the elderly, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Amity Ramble Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Amity Ramble Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Com-

munity Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Amity Ramble Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,100,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at various sites in the Mount Clare Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council*

of Baltimore, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at

any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,100,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the

Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and

on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pur-

suant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters

not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the au-

thority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 470

(Council No. 845)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
COLD SPRING TERRACE LIMITED PARTNERSHIP

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Cold Spring Terrace Limited Partnership of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Cold Spring Terrace Limited Partnership and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Cold Spring Terrace Limited Partnership to the City, making certain legislative findings; authorizing and empowering the Board

of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Cold Spring Terrace Limited Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise ac-

quired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Cold Spring Terrace Limited Partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$6,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located in the Park Heights Urban Renewal Area at Coldspring Lane and Edgecomb Circle North, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements consisting of rental dwellings which will be owned and operated by the Borrower, (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Borrower, through the City, has applied for an Urban Development Action Grant, the proceeds of which

will be used to pay a portion of the costs of the acquisition and development of the Project.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other consti-

tutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing

and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained,* That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do

all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), un-

der which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the

Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 471

(Council No. 846)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
FRANKLIN SQUARE ASSOCIATES

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,500,000 pursuant to the provisions of Sub-section

(50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Franklin Square Associates of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Franklin Square Associates and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Franklin Square Associates to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Franklin Square Associates shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling

Law”), empowers the Mayor and City Council of Baltimore (the “City”) to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the “Letter of Intent”) from Franklin Square Associates (the “Borrower”), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the “Project”), by issuing and selling the City’s industrial development revenue bonds in the aggregate principal amount not to exceed \$3,500,000 (the “Bonds”), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an “undertaking” which will accomplish the purposes, objects and powers of the City

as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property known as School 100 in the Franklin Square Urban Renewal Area, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. Be it ordained by the Mayor and City Council of Baltimore, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the

increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue

the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and

secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the

City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance;

nance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the leg-

islative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 472

(Council No. 847)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
MARKET CENTER DEVELOPMENT
CORPORATION OF BALTIMORE

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Market Center Development Corporation of Baltimore its subsidiaries or assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Market Center Development Corporation of Baltimore its subsidiaries or assigns for multiple commercial uses, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Market Center Development Corporation of Baltimore its subsidiaries or assigns to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Market

Center Development Corporation of Baltimore, its subsidiaries or assigns shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within one year from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one one year extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and

promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Market Center Development Corporation of Baltimore its subsidiaries or assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$10,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property being the block bounded by Druid Hill Avenue, Howard Street, Franklin Street, and Eutaw Street in the Retail District for use as a multi-use commercial complex with rental dwelling units, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Borrower, through the City intends to apply for an Urban Development Action Grant, the proceeds of which will be used to pay a portion of the costs of the acquisition and development of the Project.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and

any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the

proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$10,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agree-

ment, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of

Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery

of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such one year period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and

sold for one additional term not to exceed one year from the date on which the first one year period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the one year period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 473

(Council No. 848)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(ROCKLAND INDUSTRIES INTERNATIONAL
PAPER PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Rockland Industries International Paper Project)", in the aggregate principal amount not to exceed \$3,400,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs,

charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 1601 Edison Highway, and certain improvements and equipment in connection therewith, to be operated as a textile manufacturing, distribution, and office facility by Rockland Industries, Inc., a Maryland corporation, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from Rockland Industries, Inc., addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, conditions, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Rockland Industries, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore

(the "City") to issue, sell and delivery revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Rockland Industries, Inc., a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$3,400,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the acquisition of the lots of land, improvements, and equipment located at 1601 Edison Highway in Baltimore City, (b) the acquisition and installation in the building located there, which has 335,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower as a textile manufacturing, distribution, and office facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the comple-

tion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation)

mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the city, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obliga-

tions of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obliga-

tions which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (Rockland Industries International Paper Project), in the aggregate principal amount not to exceed \$3,400,00, subject to the provisions of this Ordinance and such terms, conditions and provisions prescribed by the Board of Finance of the City. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the

Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Rockland Industries International Paper Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem

necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officers whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions thereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$700,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds and their issuance;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details and conditions of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the loan Agreement and the Trust Agreement or the Assignment

shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the

account of the Borrower, to be used by the Borrower to pay costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's fund or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing

and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing a good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 474

(Council No. 850)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(BALTIMORE CAR & TRUCK RENTAL PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Car & Truck Rental Project)", in the aggregate principal amount not to exceed \$650,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 1425-55 Ridgely Street, and certain improvements and equipment in connection therewith, or similar substitute property, to be operated as a vehicle maintenance, storage and rental facility by Baltimore Car & Truck Rental Inc., a Maryland corporation, and to be owned by Leasing Syndications, Ltd., a Maryland corporation, including payment of the necessary expenses of preparing, printing and selling such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from Baltimore Car & Truck Rental, Inc. and Leasing Syndications, Ltd. addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, conditions, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale

and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Baltimore Car and Truck Rental, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Baltimore Car & Truck Rental Inc. and Leasing Syndications, Ltd., a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$650,000 (the "Bonds") and by

loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the acquisition of the lots of land, improvements, and equipment located at 1525-55 Ridgely Street or at a similar substitute location elsewhere in Baltimore City, (b) the acquisition and installation in the building located there, which has 8,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower as a vehicle maintenance, storage and rental facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, and the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of

the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payment to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore,* That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this

Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds for the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its succes-

sors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as

limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Car & Truck Rental Project), in the aggregate principal amount not to exceed \$650,000, subject to the provisions of this Ordinance and such terms, conditions and provisions prescribed by the Board of Finance of the City. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Baltimore Car & Truck Rental Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling

Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$700,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at

such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall :

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds and their issuance;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee:

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details and conditions of the Bonds:

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compen-

sation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose.

If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 475

(Council No. 851)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
JOHNSTON SQUARE
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Johnston Square Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Johnston Square Loan Program)" in the aggregate principal amount not exceeding \$4,500,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Johnston Square Loan Program)" in the aggregate principal amount not exceeding \$4,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Johnston Square Residential Construction Loan Program (as defined in this ordinance) each as part of the Johnston Square Residential Development Program (as defined in this ordinance) for the Project Areas within the Johnston Square Area (each as defined in this ordinance) in the City of

Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Johnston Square Residential Development Program (as defined in this ordinance) for the Project Areas within the Johnston Square Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connec-

tion with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue notes and revenue bonds and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds,, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Johnston Square Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy resi-

dential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sales) and the time or times of issuance and any and all other details of such

revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Johnston Square Residential Development Program shall be located in the City

of Baltimore in the block bounded by Biddle, Valley, Preston, and Homewood Streets in Johnston Square. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums co-operatives, or other residential structures.

G. As part of the development of the Johnston Square Area, the City seeks to promote owner-occupied residential units within Baltimore and the Johnston Square Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Johnston Square Residential Development Program").

H. Pursuant to the Johnston Square Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Johnston Square Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Johnston Square Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$4,500,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Johnston Square Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Johnston Square Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed

\$4,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Johnston Square Loan Program)", (the "Bonds") and use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Johnston Square Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City,

acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Mortgage Loan Program as an integral part of the Johnston Square Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Area pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Mortgage Loan Program each as a part of the Johnston Square Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by

(i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Johnston Square Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by reso-

lution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Johnston Square Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Johnston Square Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Johnston Square Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of

financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Johnston Square Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Johnston Square Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$4,500,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Johnston Square Loan Program)", and the issuance, sale and delivery of not exceeding \$4,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Johnston Square Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Johnston Square Residential Construction Loan Program and the Johnston Square Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Johnston Square Residential Development Program.

opment Program including (without limitation) architect's and engineers' fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$4,500,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$4,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area,

the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Johnston Square Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters,

placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Johnston Square Residential Construction Loan Program and of the Johnston Square Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Johnston Square Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Johnston Square Residential Mortgage Loan Program, and

(iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4 *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the

schedule, as amended from time to time, of the Johnston Square Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Johnston Square Residential Development Program for increased costs or other changes in the Johnston Square Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 476

(Council No. 852)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HARLEM PARK
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Harlem Park Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Harlem Park Loan Program)" in the aggregate principal amount not exceeding \$3,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Harlem Park Loan Program)" in the aggregate principal amount not exceeding \$3,700,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Harlem Park Residential Construction Loan Program (as defined in this ordinance) each as part of the Harlem Park Residential Development Program (as defined in this ordinance) for the Project Areas within the Harlem Park Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Harlem Park Residential Development Program (as defined in this ordinance) for the Project Areas within the

Harlem Park Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds of such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements of preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates

to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Harlem Park Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at the time) for loans of comparable quality and term in Baltimore and (ii) hav-

ing whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes of revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the hold-

ers of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Harlem Park Residential Development Program shall be located in the City of Baltimore 700 and 800 blocks of North Carey Street, 1100 and 1200 blocks of West Lanvale Street, and the 1000, 1100 and 1200 blocks of West Lafayette Street. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Harlem Park Area, the City seeks to promote owner-occupied residential units within Baltimore and the Harlem Park Area

offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Harlem Park Residential Development Program").

H. Pursuant to the Harlem Park Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Harlem Park Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Harlem Park Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$3,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Harlem Park Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Harlem Park Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$3,700,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Harlem Park Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Harlem Park Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program as an integral part of the Harlem Park Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program each as a part of the Harlem Park Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property

assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Harlem Park Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Harlem Park Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Harlem Park Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of

such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal funds or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as services for the Construction Mortgages or as Trustee for the Harlem Park Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Harlem Park Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by

providing residential low and moderate cost mortgage construction loans to the developer of the Harlem Park Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$3,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Harlem Park Loan Program)", and the issuance, sale and delivery of not exceeding \$3,700,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Harlem Park Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program as a part of the Harlem Park Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Harlem Park Residential Construction Loan Program and the Harlem Park Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Harlem Park Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, under-

writing costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$3,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$3,700,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Harlem Park Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and all other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase

contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds

shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

- (1) the provisions of trust between the City and the Trustee;
- (2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;
- (3) provisions for authentication and delivery of the Notes and Bonds;
- (4) the provisions of the Harlem Park Residential Construction Loan Program and of the Harlem Park Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Harlem Park Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Harlem Park Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;
- (5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Harlem Park Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Harlem Park Residential Development Program for increased costs or other changes in the Harlem Park Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of the ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 477

(Council No. 853)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
OXFORD—GREENSPRING
ASSOCIATES

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,250,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Oxford—Greenspring Associates of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Oxford—Greenspring Associates and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Oxford—Greenspring Associates to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Oxford—Greenspring Associates shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation

notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Oxford—Greenspring Associates (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or develop-

ment by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$6,250,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at Greenspring and Grantley Avenues in the Park Heights Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive

purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$6,250,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive pur-

pose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof:

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt

of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his

manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon an attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the city, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all

other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circum-

stances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 478

(Council No. 855)

AN ORDINANCE concerning

**INDUSTRIAL DEVELOPMENT REVENUE BONDS
FEDERATED HOTEL CORPORATION PROJECT**

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue, sell and deliver, at any time or from time to time, and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland, Industrial Development Revenue Bonds (Federated Hotel Corporation Project)", in the aggregate principal amount not to exceed \$10,000,000, pursuant to the provisions of Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the remodeling and modernization of the Lord Baltimore Hotel in Baltimore City, (b) the acquisition and installation of capital improvements, equipment and furnishings, and (c) such other improvements, utilities and site work as may be advisable to realize the benefits hereof; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent of Federated Hotel Corporation to the City dated October 12, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance shall (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Federated Hotel Corporation shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of such real property and the

renovation of the existing improvements located thereon; providing that, except under certain circumstances, if such bonds are not issued and sold within one year after the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell such bonds shall expire; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981 (the "Letter of Intent") from Federated Hotel Corporation, a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the modernization by the Borrower of certain real property and improvements located in Baltimore City known as the Lord Baltimore Hotel, the acquisition and installation of capital improvements, equipment, and furnishings, and such other improvements, utilities and site work as may be advisable (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$10,000,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan

Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of, and interest and premium, if any, on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the revenue bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the

issuance, sale and delivery of the revenue bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the revenue bonds. If the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that (a) the Project Fund Trustee is not necessary, and (b) if the Assignment is entered into, the City will enter into the Assignment with only the original purchaser of the revenue bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City, and (d) increasing the tax base of the City.

(3) Neither the revenue bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give

rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and

security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time, or from time to time, and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Federated Hotel Corporation Project), in the aggregate principal amount not to exceed \$10,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Federated Hotel Corporation Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series" or "1982 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile

of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City, are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time, or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$10,000,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which Board shall :

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds ;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities ;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not consistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That as authorized by the Enabling Law, the Bonds shall be sold at private

(negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or other constitutional, statutory or charter provisions limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who

shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for portions of the Project within Baltimore City to the Department of Housing and Community Development for approval, which approval shall not be withheld unreasonably; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance, or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after a showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefore must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 479

(Council No. 856)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
WESTWOOD APARTMENT
COMPANY, INC.

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by AAA of certain real property in

Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by AAA and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from AAA to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that AAA shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both prin-

cipal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from AAA (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$500,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which is owned and operated by the Borrower and located at 2126 Maryland Avenue and 103 West 22nd Street, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE
ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both prin-

cipal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the city, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond

Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The

Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 480

(Council No. 857)

AN ORDINANCE concerning

**INDUSTRIAL DEVELOPMENT REVENUE BONDS
(100 ST. PAUL STREET PARTNERSHIP PROJECT)**

FOR the purpose of (a) authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in an aggregate principal amount not exceeding \$1,400,000.00 pursuant to the provisions of Article II, subsection (50) of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by 100 St. Paul Street Partnership of a certain project consisting of the acquisition of the real property located at 100 St. Paul Street in the City of Baltimore, Maryland (including the existing improvement thereon), the renovation of certain improvements thereon, and the purchase and installation of certain machinery and equipment therein, to be owned by

the Borrower and leased to one or more tenants for use as office and commercial facilities; (b) authorizing the Mayor of the City, on the City's behalf, to accept the letter of intent dated October 12, 1981, from the Borrower to the City; (c) making certain legislative findings; (d) authorizing and empowering the City's Board of Finance by one or more resolution adopted before the issuance, sale and delivery of any series of such bonds, to (i) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling such bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of such bonds, and (ii) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; (e) authorizing the Board to adopt one or more supplemental resolutions for certain purposes; (f) authorizing the issuance of notes in anticipation of the issuance of such bonds; (g) providing that the Borrower shall agree to submit any plans and specifications to, and to cooperate with, the City's Department of Housing and Community Development in connection with the completion of such project; (h) providing that such bonds or bond anticipation notes must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor, unless the Board approves one six-month extension as provided in this Ordinance; and (i) generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Article II, subsection (50) of the Charter of Baltimore City (1964 Revision), as amended (hereinafter referred to as "the Enabling Law"), empowers Mayor and City Council of Baltimore (herein referred to as "the City") to borrow money to finance undertakings for the accomplishment of any of the City's purposes, objects and powers and in connection therewith to issue bonds, notes or other obligations (including refunding bonds, notes or other obligation), all of which shall be fully negotiable and payable, as to both principal and interest, solely from

and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (b) the revenues from or arising in connection with any contracts, mortgages or other securities, purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations. The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in the City of Baltimore, Maryland, encouraging the increase of industry and a balanced economy therein, promoting economic development therein, and promoting the health, welfare and safety of the residents thereof.

The City has received a letter of intent dated October 12, 1981 (hereinafter referred to as "the Letter of Intent") from 100 St. Paul Street Partnership, a general partnership organized and existing under the law of Maryland (herein referred to as "the Borrower"), pursuant to which the Borrower has requested the City to participate in financing the costs of the Borrower's completion of a certain project in the City of Baltimore, Maryland (herein referred to as "the Project"), by issuing and selling the City's industrial development revenue bonds in an aggregate principal sum not exceeding \$1,400,000.00 (hereinafter referred to as "the Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by it for the sole and exclusive purpose of financing the costs of its completion of the Project.

The Project will consist generally of (a) the acquisition of a parcel of land located at 100 St. Paul Street, Baltimore, Maryland, and the existing improvements thereon (consisting of, among other things, an eight-story building and a three-story building containing in the aggregate approximately 22,000 square feet of floor area), (b) the renovation of such existing improvements for offices and commercial space, (c) the acquisition, construction and installation in such improvements of such machinery and

equipment, and such other improvements, as may be necessary or useful in connection with the operation thereof, and (d) the acquisition of such other interests in land (including, by way of example rather than of limitation, roads, rights of access, utilities and other necessary site preparation facilities) as may be necessary or suitable for the foregoing purposes. Upon its completion, the Project will be owned by the Borrower and leased to one or more tenants for use as offices and commercial facilities. The identities of such tenants have not yet been determined.

The Enabling Law provides that the City may authorize and empower the City's Board of Finance (herein referred to as "the Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE PROVISIONS OF THE ENABLING LAW,

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the provisions of the Enabling Law, it is hereby found and determined that:

1.1. The City's issuance and sale of the Bonds pursuant to the provisions of the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project will facilitate and expedite such completion.

1.2. The Borrower's completion of the Project and the financing of the costs thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in the City of Baltimore, (b) promoting economic development therein, and (c) encouraging the increase of industry and a balanced economy therein.

1.3. The Bonds shall not be general obligations of the City, shall not be a pledge of or involve the City's faith and

credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of Article XI, section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, and (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds in a aggregate principal sum not exceeding \$1,400,000.00, subject to the provisions of this Ordinance. The proceeds of the Bonds shall be made available to the Borrower under terms and conditions approved by the Board and set forth in a resolution, and shall be used by the Borrower for the sole purpose of financing the costs of the completion of the Project. ANY PROCEEDS OF THE BONDS, AND ANY SUMS EARNED BY INVESTMENT OF SUCH PROCEEDS BEFORE DISBURSEMENT, WHICH PROCEEDS AND OTHER SUMS REMAIN UNDISBURSED AFTER MAKING FULL PAYMENT (OR PROVISION THEREFOR) OF THE COSTS OF THE COMPLETION OF THE PROJECT, SHALL BE APPLIED TO THE REDEMPTION OF THE BONDS AT THE EARLIEST PRACTICABLE REDEMPTION DATE.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City (herein referred to as "the Mayor") is hereby authorized to accept the Letter of Intent on the City's behalf to further evidence the City's present

intent to issue the Bonds in accordance with the provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds, to

4.1 prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling the Bonds (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of the Bonds and their issuance and sale;

4.2. approve (a) the City's pledge or assignment of any of the security described in by the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

4.3 approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

4.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained* that the Board is hereby authorized and empowered to adopt one or more resolutions from time to time, either before or after the issuance, sale and delivery of the Bonds, to supplement the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and thereby to approve amendments or supplements to or substitutes for the forms and provisions of the Bonds, such trust agreement or similar agreement and all other documents approved by such resolution

or resolutions, provided that each such supplemental resolution and each such amendment, supplement or substitute shall be in accordance with the provisions of the Enabling Law and this Ordinance.

SEC. 5. *And be it further ordained*, That the Board is not be general obligations of the City, shall not be a pledge of or involve the City's faith and credit or taxing power, and shall not constitute a debt of the City, all within the meaning of the provisions of Article XI, section 7 of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of the City's bonds, notes or other obligations. The Bonds shall be limited obligations of the City, shall be fully negotiable, and shall be payable, as to both principal and interest, solely from and secured solely by a pledge of any one or more of (a) the revenues from or arising in connection with the Project, (b) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (c) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, all as the Board may approve by one or more resolutions adopted before the issuance, sale and delivery of any of the Bonds.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed in the City's name and on its behalf by the Mayor, by his manual or facsimile signature, and by the City's Director of Finance, by his manual or facsimile signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The trust agreement or similar agreement and all other documents approved by the resolution or resolutions referred to in the provisions of Sections 4 and 8 hereof, and any and all amendments thereto approved by a resolution referred to in the provisions of Section 5 hereof, shall be executed in the City's name and on its behalf by the Mayor by his manual signature, and the City's corporate seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. In case any officer whose signature

or a facsimile thereof shall appear on the Bonds or any of the said documents shall cease to be such officer before the delivery of the Bonds or any other such document, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if such officer had remained in office until delivery. The Mayor, the City's Director of Finance, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the resolutions referred to in the provisions of Sections 4, 5 and 8 hereof to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to the provisions of article 31, section 12 of the Annotated Code of Maryland (1976 Replacement Volume and 198[0] Cumulative Supplement), as amended (hereinafter referred to as "the Note Enabling Law"). Reference in this Ordinance to the Bonds shall include such bond anticipation notes where appropriate. As permitted by the provisions of the Enabling Law and the Note Enabling Law, the Board is hereby authorized and empowered, by one or more resolutions adopted before the issuance, sale and delivery of any such bond anticipation notes, to

8.1. prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling any such bond anticipation notes (including one or more negotiated or competitive bid sales), the time or times of their issuance, and any and all other details of such bond anticipation notes and their issuance and sale;

8.2 approve (a) the City's pledge or assignment of any of the security described in the provisions of Section 6 hereof, pursuant to a trust agreement or similar agreement, (b) the form of any such trust agreement or similar agreement, as provided in the Enabling Law or the Note Enabling Law, and (c) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

8.3. approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

8.4. do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Note Enabling Law, the City hereby covenants (a) to pay any bond anticipation notes issued pursuant to the provisions of this Section, and the interest thereon, from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and (b) to issue such Bonds when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the City's control, including (without limitation) the existence of a purchaser or purchasers of such Bonds when the reason for deferring the issuance of the Bonds no longer exists, and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 9. *And be it further ordained*, That the Borrower shall agree that

9.1. it will submit any plans and specifications for the Project to the City's Department of Housing and Community Development for approval, and that such Department may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

9.2. it and its developers will work with the design advisory group appointed by such Department to achieve high quality site, building and landscape design.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstance, such illegality, invalidity, unconstitutionality or

inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part has not been included herein, and if the person or circumstances to which this Ordinance or any part hereof is inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or any bond anticipation notes issued pursuant to the provisions of Section 8 hereof must be issued and sold within six (6) months from the date on which this Ordinance is approved by the Mayor; provided, that the Board, after a showing of good cause at a public hearing held before the Board before or after the expiration of such six-month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not exceeding six (6) months from the date on which the first six-month period expires. The Board, in its sole discretion and without action by the City Council of the City, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of such six-month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council of the City. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve (12) months from the date on which this Ordinance is approved by the Mayor, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 481

(Council No. 859)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS

ROUNDHOUSE SQUARE
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Roundhouse Square Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Roundhouse Square Loan Program)" in the aggregate principal amount not exceeding \$3,800,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Roundhouse Square Loan Program)" in the aggregate principal amount not exceeding \$4,000,000, each pursuant to the provisions of Subsection (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Roundhouse Square Residential Construction Loan Program (as defined in this ordinance) each as part of the Roundhouse Square Residential Development Program (as defined in this ordinance) for the Project Areas within the Roundhouse Square Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low

and moderate cost for the Roundhouse Square Residential Development Program (as defined in this ordinance) for the Project Areas within the Roundhouse Square Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale) and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted

by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Roundhouse Square Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of

mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and terms in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee,

which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds, and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Roundhouse Square Residential Development Program shall be located in the City of Baltimore in the 800 block of West Pratt Street. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Roundhouse Square Area, the City seeks to promote owner-occupied residential units within Baltimore and the Roundhouse Square Area offering a variety of good housing accommodations in an attractive environmental (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Roundhouse Square Residential Development Program").

H. Pursuant to the Roundhouse Square Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, (supplemented or extended to other areas from time to time called the "Roundhouse Square Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Roundhouse Square Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$3,800,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Roundhouse Square Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Roundhouse Square Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$4,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Roundhouse Square Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Roundhouse Square Residential

Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and

Bonds to develop the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program as an integral part of the Roundhouse Square Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program each as a part of the Roundhouse Square Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation)

the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payment (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program, including (without limitation) payment (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Roundhouse Square Residential Development Program and on mortgage loans made by the City to Mortgageors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages

from the developer in connection with the Roundhouse Square Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Roundhouse Square Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Roundhouse Square Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Roundhouse Square Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to

be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement of a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Roundhouse Square Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$3,800,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Roundhouse Square Loan Program)", and the issuance, sale and delivery of not exceeding \$4,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Roundhouse Square Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program as a part of the Roundhouse Square Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Roundhouse Square Residential Construction Loan Program and the Roundhouse Square Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Roundhouse Square Residential Development Program including (without limitation) architect's and engi-

neers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, cost of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$3,800,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$4,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of

inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Roundhouse Square Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitment on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and

Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and

Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution;

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Roundhouse Square Residential Construction Loan Program and of the Roundhouse Square Residential Mortgage Loan Program, including

(i) the terms of the construction loans and of the Construction Mortgages acquired under the Roundhouse Square Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Roundhouse Square Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate, and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Roundhouse Square Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may attend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Roundhouse Square Residential Development Program for increased costs or other changes in the Roundhouse Square Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provisions, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 482

(Council No. 860)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
YORK—WOODBOURNE
Residential Development Program

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the York—Woodbourne Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (York—Woodbourne Loan Program)" in the aggregate principal amount not exceeding \$2,500,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (York—Woodbourne Loan Program)" in the aggregate principal amount not exceeding \$3,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the York—Woodbourne Residential Construction Loan Program (as defined in this ordinance) each as part of the York—Woodbourne Residential Development Program (as defined in this ordinance) for the Project Areas within the York—Woodbourne Area (each as defined in this ordinance) in the City of Baltimore, includ-

ing (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the York—Woodbourne Residential Development Program (as defined in this ordinance) for the Project Areas within the York—Woodbourne Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to

approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the York—Woodbourne Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue

notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provi-

sions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders and such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the York—Woodbourne Residential Development Program shall be located in the City of Baltimore in the 5100 block of York Road. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the York—Woodbourne Area, the City seeks to promote owner-occupied residential units within Baltimore and the York—Woodbourne Area offering a variety of good housing accommodations in an attractive environment (such programs as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the “York—Woodbourne Residential Development Program”).

H. Pursuant to the York—Woodbourne Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the “York—Woodbourne Residential Construction Loan Program” for developers and builders (herein “developers”), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called “York—Woodbourne Residential Mortgage Loan Program”) for purchasers (herein “mortgagors”) of residential units in the Project Area through several issues of the City’s revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$2,500,000, aggregate principal amount of its “Single-Family Construction Mortgage Revenue Notes (York—Woodbourne Loan Program)”, (the “Notes”) and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the York—Woodbourne Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$3,900,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (York—Woodbourne Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the York—Woodbourne Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real-estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which building or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise

may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the York—Woodbourne Residential Construction Loan Program and the York—Woodbourne Residential Mortgage Loan Program as an integral part of the York—Woodbourne Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the York—Woodbourne Residential Construction Loan Program and the York—Woodbourne Residential Mortgage Loan Program each as a part of the York—Woodbourne Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the York—Woodbourne Residential Construction Loan Program and the York—

Woodbourne Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the York—Woodbourne Residential Construction Loan Program and the York—Woodbourne Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the York—Woodbourne Residential Development Program and on mortgage loans made by the City to Mortgagors (all such

income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the York—Woodbourne Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the York—Woodbourne Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the York—Woodbourne Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction

loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the York—Woodbourne Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the York—Woodbourne Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$2,500,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (York—Woodbourne Loan Program)", and the issuance, sale and delivery of not exceeding \$3,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (York—Woodbourne Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the York—Woodbourne Residential Construction Loan Program and the York—Woodbourne Residential Mortgage Loan Program as a part of the York—Woodbourne Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the York—Woodbourne Residential Construction Loan Program and the York—Woodbourne Residential Mortgage Loan Program, Note and Bond proceeds may be

disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the York—Woodbourne Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Boards of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$2,500,000, and the aggregate principal amount of the Bonds

issued, sold and delivered pursuant to this ordinance shall not exceed \$3,000,900, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the York—Woodbourne Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a

different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

- (1) the provisions of trust between the City and the Trustee;
- (2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;
- (3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the York—Woodbourne Residential Construction Loan Program and of the York—Woodbourne Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the York—Woodbourne Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the York—Woodbourne Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for an investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the York—Woodbourne Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the York—Woodbourne Residential Development Program for increased costs or other changes in the York—Woodbourne Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person

or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 483

(Council No. 861)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
THAMES POINT
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Thames Point Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Thames Point Loan Program)" in the aggregate principal amount not exceeding \$7,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Thames Point Loan Program)" in the aggregate principal amount not to exceed \$10,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Thames Point Residential Construction Loan Program (as defined in this ordinance) each as part of the Thames Point Residential Development Program (as defined in this ordinance) for the Project

Areas within the Thames Point Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Thames Point Residential Development Program (as defined in this ordinance) for the Project Areas within the Thames Point Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with

such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Thames Point Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue

notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupied residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, (without limitation) the forms, terms, provisions, man-

ner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may be (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws."

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Thames Point Residential Development Program shall be located in the City of Baltimore at 1900 Thames Street. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Thames Point Area, the City seeks to promote owner-occupied residential units within Baltimore and the Thames Point Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Thames Point Residential Development Program").

H. Pursuant to the Thames Point Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Thames Point Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Thames Point Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$7,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Thames Point Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Thames Point Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$10,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Thames Point Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Thames Point Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make on contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as

otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program as an integral part of the Thames Point Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program each as a part of the Thames Point Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program, will accomplish a pub-

lic purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be delivered in cash by or for the account of the City from or related to the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Thames Point Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and

(ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Thames Point Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Thames Point Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Thames Point Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for

Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Thames Point Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Thames Point Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$7,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Thames Point Loan Program)", and the issuance, sale and delivery of not exceeding \$10,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Thames Point Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program as a part of the Thames Point Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Thames Point Residential Construction Loan Program and the Thames Point Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residen-

tial units for the Thames Point Residential Development Program including (without limitation) architect's and engineer's fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, cost of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or Municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$7,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that,

because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Thames Point Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or pur-

chase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds

will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provision of the Thames Point Residential Construction Loan Program and of the Thames Point Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Thames Point Residential Construction

Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Thames Point Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance

deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Thames Point Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Thames Point Residential Development Program for increased costs or other changes in the Thames Point Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 484

(Council No. 862)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
SUMMIT KEEP

Residential Development Program

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Summit Keep Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Summit Keep Loan Program)" in the aggregate principal amount not exceeding \$2,500,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Summit Keep Loan Program)" in the aggregate principal amount not exceeding \$3,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Summit Keep Residential Construction Loan Program (as defined in this ordinance) each as part of the Summit Keep Residential Development Program (as defined in this ordinance) for the Project Areas within the Summit Keep Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Summit Keep Residential Development Program (as defined in this ordinance) for the Project Areas

within the Summit Keep Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provisions or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City

on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Summit Keep Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having what-

ever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the hold-

ers of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (59) are referred to herein collectively as the "Enabling Laws".

E. Subsection (41) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Summit Keep Residential Development Program shall be located in the City of Baltimore at the northeast corner of the intersection of Ivymount Road and Rogene Drive. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Summit Keep Area, the City seeks to promote owner-occupied residential units within Baltimore and the Summit Keep Area offering a variety of good housing accommodations in an attractive environment (such program as it may have

heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Summit Keep Residential Development Program").

H. Pursuant to the Summit Keep Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Summit Keep Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Summit Keep Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$2,500,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Summit Keep Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Summit Keep Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$3,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Summit Keep Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Summit Keep Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Balti-

more, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program as an integral part of the Summit Keep Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the

purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program each as a part of the Summit Keep Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by

enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Summit Keep Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Summit Keep Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Summit Keep Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or

more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Summit Keep Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Summit Keep Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Summit Keep Residential Development Program and resi-

dential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$2,500,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Summit Keep Loan Program)", and the issuance, sale and delivery of not exceeding \$3,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Summit Keep Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program as a part of the Summit Keep Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Summit Keep Residential Construction Loan Program and the Summit Keep Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Summit Keep Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance

adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$2,500,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$3,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Summit Keep Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the

Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies for the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature

on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustees;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Summit Keep Residential Construction Loan Program and of the Summit Keep Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Summit Keep Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Summit Keep Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Summit Keep Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Summit Keep Residential Development Program for increased costs or other changes in the Summit Keep Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 485

(Council No. 863)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
WASHINGTON HILL
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Coun-

cil of Baltimore (the "City") of its revenue obligations for the Washington Hill Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Washington Hill Loan Program)" in the aggregate principal amount not exceeding \$5,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Washington Hill Loan Program)" in the aggregate principal amount not exceeding \$4,500,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Washington Hill Residential Construction Loan Program (as defined in this ordinance) each as part of the Washington Hill Residential Development Program (as defined in this ordinance) for the Project Areas within the Washington Hill Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Washington Hill Residential Development Program (as defined in this ordinance) for the Project Areas within the Washington Hill Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of

Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any) manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and rem-

edies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Washington Hill Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City

(1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Washington Hill Residential Development Program shall be located in the City of Baltimore in the block bounded by Baltimore, Wolfe, Ann, and Fayette Streets. Consisting of single family residential dwelling units including but not limited to townhouses, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Washington Hill Area, the City seeks to promote owner-occupied residential units within Baltimore and the Washington Hill Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Washington Hill Residential Development Program").

H. Pursuant to the Washington Hill Residential Development Program, the City proposes to provide necessary construction financing as determined from time to

time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Washington Hill Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Washington Hill Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$5,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Washington Hill Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Washington Hill Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$4,500,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Washington Hill Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Washington Hill Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land

necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows :

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Mortgage Loan Program each as a part of the Washington Hill Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a

debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Washington Hill Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Washington Hill Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Washington Hill Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the

"Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Washington Hill Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Washington Hill Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Washington Hill Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore,

thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$5,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Washington Hill Loan Program)", and the issuance, sale and delivery of not exceeding \$4,500,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Washington Hill Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Mortgage Loan Program as a part of the Washington Hill Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Washington Hill Residential Construction Loan Program and the Washington Hill Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Washington Hill Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan

Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$5,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$4,500,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Washington Hill Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a

trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such

series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Washington Hill Residential Construction Loan Program and of the Washington Hill Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Washington Hill Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Washington Hill Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Washington Hill Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Washington

Hill Residential Development Program for increased costs or other changes in the Washington Hill Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 486

(Council No. 864)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
BOYD/BOOTH
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Boyd/Booth Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)" in the aggregate principal amount not exceeding \$1,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)" in the aggregate principal amount not exceeding \$900,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Boyd/Booth Residential Construction Loan Program (as defined in this ordinance) each as part of the Boyd/Booth Residential Development Program (as defined in this ordinance) for the Project Areas within the Boyd/Booth Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Boyd/Booth Residential Development Program (as defined in this ordinance) for the Project

Areas within the Boyd/Booth Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to

determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Boyd/Booth Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of com-

parable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders

of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws."

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Boyd/Booth Residential Development Program shall be located in the City of Baltimore in the vicinity of Boyd and Booth Streets in southwest Baltimore. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Boyd/Booth Area, the City seeks to promote owner-occupied residential units within Baltimore and the Boyd/Booth Area offering a variety of good housing accommodations in an attractive environment (such program as it may have

heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Boyd/Booth Residential Development Program").

H. Pursuant to the Boyd/Booth Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Boyd/Booth Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Boyd/Booth Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$1,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Boyd/Booth Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$1,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Boyd/Booth Residential Development Program, which loan program will include (without limitation) the financing of mortgage for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance

nance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program as an integral part of the Boyd/Booth Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the

Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program each as a part of the Boyd/Booth Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels

to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Boyd/Booth Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Boyd/Booth Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Boyd/Booth Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or

(ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Boyd/Booth Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Boyd/Booth Residential Mortgage loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Boyd/Booth Residential Development Program and residential low and moderate cost mortgage loans to the

Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$1,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)", and the issuance, sale and delivery of not exceeding \$1,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program as a part of the Boyd/Booth Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Boyd/Booth Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and

Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$1,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$900,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Boyd/Booth Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions

and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements of placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust

company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of

the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution :

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Boyd/Booth Residential Construction Loan Program and of the Boyd/Booth Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Boyd/Booth Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Boyd/Booth Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Boyd/Booth Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Boyd/Booth Residential Development Program for increased costs or other changes in the Boyd/Booth Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provision, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 487

(Council No. 865)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
PATTERSON PARK
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the

Patterson Park Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Patterson Park Loan Program)" in the aggregate principal amount not exceeding \$750,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Patterson Park Loan Program)" in the aggregate principal amount not exceeding \$600,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Patterson Park Residential Construction Loan Program (as defined in this ordinance) each as part of the Patterson Park Residential Development Program (as defined in this ordinance) for the Project Areas within the Patterson Park Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Patterson Park Residential Development Program (as defined in this ordinance) for the Project Areas within the Patterson Park Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds of such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning

of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue

notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Patterson Park Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Sub-

section (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the

creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Patterson Park Residential Development Program shall be located in the City of Baltimore at the vicinity of Patterson Park. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Patterson Park Area, the City seeks to promote owner-occupied residential units within Baltimore and the Patterson Park Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Patterson Park Residential Development Program").

H. Pursuant to the Patterson Park Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Patterson Park Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or ex-

tended to other areas from time to time called "Patterson Park Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$750,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Patterson Park Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Patterson Park Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$600,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Patterson Park Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Patterson Park Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of

all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program as an integral part of the Patterson Park Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore,* That, acting pursuant to the Enabling Laws, it it hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program each as a part of the Patterson Park Residential Development Pro-

gram in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any

other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Patterson Park Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Patterson Park Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Patterson Park Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to

this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Patterson Park Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Patterson Park Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Patterson Park Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$750,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Patterson Park Loan Program)", and the issuance, sale and delivery

of not exceeding \$600,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Patterson Park Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program as a part of the Patterson Park Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Patterson Park Residential Construction Loan Program and the Patterson Park Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Patterson Park Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage in-

surers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$750,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$600,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Patterson Park Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained, That, prior to the sale*

of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Patterson Park Residential Construction Loan Program and of the Patterson Park Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Patterson Park Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Patterson Park Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

- (14) provisions for modification of this ordinance;
- (15) provisions for defeasance of the Notes and Bonds;
- (16) the forms of the Notes and Bonds, coupons and the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Patterson Park Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Patterson Park Residential Development Program for increased costs or other changes in the Patterson Park Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remain-

ing provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 488

(Council No. 866)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
LOFT II
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Loft II Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Loft II Loan Program)" in the aggregate principal amount not exceeding \$6,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Loft II Loan Program)" in the aggregate principal amount not exceeding \$6,500,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and

exclusive purpose of financing the Loft II Residential Construction Loan Program (as defined in this ordinance) each as part of the Loft II Residential Development Program (as defined in this ordinance) for the Project Areas within the Loft II Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Loft II Residential Development Program (as defined in this ordinance) for the Project Areas within the Loft II Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all

things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Loft II Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City

(1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds,

including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Loft II Residential Development Program shall be located in the City of Baltimore 525 West Pratt Street. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Loft II Area, the City seeks to promote owner-occupied residential units within Baltimore and the Loft II Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Loft II Residential Development Program").

H. Pursuant to the Loft II Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Loft II Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Loft II Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$6,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Loft II Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Loft II Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$6,500,000, aggregate principal amount of its "Single-

Family Mortgage Revenue Bonds (Loft II Loan Program)", (the Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Loft II Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guar-

antee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program as an integral part of the Loft II Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program each as a part of the Loft II Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program, will accomplish a public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the

ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Loft II Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Loft II Residen-

tial Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Loft II Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Loft II Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Loft II Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue

Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Loft II Residential Development Program and residential low and moderate cost mortgage loans to the Mortgageors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$6,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Loft II Loan Program)", and the issuance, sale and delivery of not exceeding \$6,500,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Loft II Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program as a part of the Loft II Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Loft II Residential Construction Loan Program and the Loft II Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Loft II Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of

issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$6,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$6,500,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Loft II Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund

all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and sell (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the

proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholder and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds

shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Loft II Residential Construction Loan Program and of the Loft II Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Loft II Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Loft II Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Loft II Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for

revenue bonds for the Loft II Residential Development Program for increased costs or other changes in the Loft II Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further amended*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid, or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 489

(Council No. 867)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
CURTIS BAY
RESIDENTIAL DEVELOPMENT PROGRAM

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Curtis Bay Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Curtis Bay Loan Program)" in the aggregate principal amount not exceeding \$4,700,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Curtis Bay Loan Program)" in the aggregate principal amount not exceeding \$5,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Curtis Bay Residential Construction Loan Program (as defined in this ordinance) each as part of the Curtis Bay Residential Development Program (as defined in this ordinance) for the Project Areas within the Curtis Bay Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Curtis Bay Residential Development Program (as defined in this ordinance) for the

Project Areas within the Curtis Bay Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such

agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Curtis Bay Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loans program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of com-

parable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of

such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Curtis Bay Residential Development Program shall be located in the City of Baltimore in the vicinity of Cypress, Pascal, and Providence Streets in Curtis Bay. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Curtis Bay Area, the City seeks to promote owner-occupied residential units within Baltimore and the Curtis Bay Area

offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Curtis Bay Residential Development Program").

H. Pursuant to the Curtis Bay Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Curtis Bay Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Curtis Bay Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$4,700,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Curtis Bay Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Curtis Bay Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$5,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Curtis Bay Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Curtis Bay Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

K. The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessment in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which building or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Curtis Bay Residential Construction Loan Program and the Curtis Bay Residential Mortgage

Loan Program as an integral part of the Curtis Bay Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Curtis Bay Residential Construction Loan Program and the Curtis Bay Residential Mortgage Loan Program each as a part of the Curtis Bay Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Curtis Bay Residential Construction Loan Program and the Curtis Bay Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the

boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and sub-standard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Curtis Bay Residential Coustruction Loan Program and the Curtis Bay Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Curtis Bay Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Curtis Bay Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Curtis

Bay Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Curtis Bay Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Curtis Bay Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not consti-

tute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Curtis Bay Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$4,700,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Curtis Bay Loan Program)", and the issuance, sale and delivery of not exceeding \$5,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Curtis Bay Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Curtis Bay Residential Construction Loan Program and the Curtis Bay Residential Mortgage Loan Program as a part of the Curtis Bay Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Curtis Bay Residential Construction Loan Program and the Curtis Bay Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Curtis Bay Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement

and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$4,700,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$5,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods from time to time to increase such amounts or otherwise to provide for matters affecting the Curtis Bay Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, (if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price of which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase

contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds

shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all or the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Curtis Bay Residential Construction Loan Program and of the Curtis Bay Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Curtis Bay Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Curtis Bay Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certificate; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Curtis Bay Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Curtis Bay Residential Development Program for increased costs or other changes in the Curtis Bay Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 490

(Council No. 868)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOUSING ASSISTANCE
CORPORATION

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Housing Assistance Corporation, its subsidiaries and assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Housing Assistance Corporation, its subsidiaries and assigns and used as rental dwelling units and a multi-use commercial complex, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Housing Assistance Corporation, its subsidiaries and assigns to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Housing Assistance Corporation, its subsidiaries and assigns shall agree to submit any plans and specifications to, and to coordinate with, the Depart-

ment of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Housing Assist-

ance Corporation, its subsidiaries and assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$3,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at 1319-1323 North Charles Street in the Mid-town-Belvedere Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds

thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$3,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution,

and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolution adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the

taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of

the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon an attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as May be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (I) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (III) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal,

invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 491

(Council No. 869)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
FRANKLIN SQUARE
DEVELOPMENT COOPERATIVES

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Franklin Square Development Cooperatives its subsidiaries and assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Franklin Square Development Cooperatives its subsidiaries and assigns and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Franklin Square Development Cooperatives its subsidiaries and assigns to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Franklin Square Development Cooperatives its subsidiaries and assigns shall agree to submit any plans and specifications to, and to coordinate with, the

Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Franklin Square

Development Cooperatives its subsidiaries and assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$1,500,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located generally in the vicinity of North Gilmore and West Lexington Streets in the Franklin Square Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II), or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and condi-

tions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds:

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall

not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City

and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon an attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the city, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Bord may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement) as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid

sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this

Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 492

(Council No. 870)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
MULTI-FAMILY
HOUSING SERVICES, INC.

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Multi-Family Housing Services, Inc. its subsidiaries and assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Multi-Family Housing Services, Inc. its subsidiaries and assigns and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Multi-Family Housing Services, Inc. its subsidiaries and assigns to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Multi-Family Housing Services, Inc. its subsidiaries and assigns shall agree to submit any plans and specifications to, and to coordi-

nate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Multi-Family Housing Services, Inc. its subsidiaries and assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,000,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at the 1500 block Montpelier Street and School 543 in the Coldstream-Homestead-Montebello Urban Renewal Area for use as rental dwellings, (b) the renovation, rehabilitation construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds of the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained.* That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the

aggregate principal amount not to exceed \$2,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corpo-

rate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the city, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance

to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof:

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, provided, however, that the Board after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 493

(Council No. 871)

AN ORDINANCE concerning**INDUSTRIAL DEVELOPMENT REVENUE BONDS****Neighborhood Housing Services
Residential Development Program**

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Neighborhood Housing Services Residential Development Program (as defined in this ordinance) consisting of its revenue notes, to be used in part to pay the costs of construction of residential units as described in this ordinance, designated "Single-Family Construction Mortgage Revenue Notes (Neighborhood Housing Services Loan Program)" in the aggregate principal amount not exceeding \$5,000,000, and of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Neighborhood Housing Services Loan Program)" in the aggregate principal amount not exceeding \$5,000,000 each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Neighborhood Housing Services Residential Construction Loan Program (as defined in this ordinance) each as part of the Neighborhood Housing Services Residential Development Program (as defined in this ordinance) for the Project Areas within the Neighborhood Housing Services Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of

developing readily available sources of money at low and moderate cost for the Neighborhood Housing Services Residential Development Program (as defined in this ordinance) for the Project Areas within the Neighborhood Housing Services Area (each as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue notes and revenue bonds; providing that (a) such revenue notes and revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue notes and revenue bonds and (b) such revenue notes and revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and the revenue bonds including, without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes and revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes and revenue bonds, including (without limitation) to approve the form of construction loan agreements in connection with such revenue notes, to approve the form of servicing agreements in connection with such revenue notes and bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue notes and revenue bonds, to determine the dates, times and places when underwriting or placement agreements

or purchase agreements shall be submitted by the underwriters or placement agents for such revenue notes and revenue bonds or the purchasers of such revenue notes or revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue notes and revenue bonds and to appoint a trustee for such revenue notes and revenue notes and revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue notes and revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue notes and revenue bonds, (c) set forth the rights and remedies of the holders of such revenue notes and revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue notes and revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue notes and revenue bonds; providing that all or a portion of such revenue notes and revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Neighborhood Housing Services Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue notes and revenue bonds and to utilize the proceeds of the notes and bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the

purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue notes and revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue notes and revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue notes and revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the notes or bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the notes or bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue notes and revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue notes or revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue notes or revenue bonds, and (iii) to approve the form of a trust agreement be-

tween the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such notes or bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such notes or bonds, (c) set forth the rights and remedies of the holders of such notes or bonds and of the trustee and restrict the individual rights of action by the holders of the notes or bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such notes or bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue notes or revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Neighborhood Housing Services Residential Development Program shall be located in the City of Baltimore at various sites. Consisting of single family residential dwelling units including but not limited to townhouse, condominiums, cooperatives, or other residential structures.

G. As part of the development of the Neighborhood Housing Services Area, the City seeks to promote owner-occupied residential units within Baltimore and the Neighborhood Housing Services Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Neighborhood Housing Services Residential Development Program").

H. Pursuant to the Neighborhood Housing Services Residential Development Program, the City proposes to provide necessary construction financing as determined from time to time (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called the "Neighborhood Housing Services Residential Construction Loan Program" for developers and builders (herein "developers"), and necessary long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Neighborhood Housing Services Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue notes and revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$5,000,000, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Neighborhood Housing Services Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Neighborhood Housing Services Residential Development Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$5,000,000, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Neighborhood Housing Services Loan Program)", (the "Bonds") and to use

the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Neighborhood Housing Services Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

The City has determined to issue and sell the Notes and the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

L. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, construction, erection or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connec-

tion with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Notes and Bonds to develop the Neighborhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program as an integral part of the Neighborhood Housing Services Residential Development Program.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue notes and revenue bonds by the City pursuant to the Enabling Laws to develop the Neighborhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program each as a part of the Neighborhood Housing Services Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Neighborhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable

economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, construction, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither notes or bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivisions, or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest of the Notes and Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Neighborhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on construction mortgage loans made by the City to the developer of owner-occupied residential units in the Neighborhood Housing Services Residential Development Program and on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Note and Bond Loan Program Revenues") and (ii) (to

the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Notes and Bonds. The principal of and interest on the Notes shall be secured by (without limitation) construction mortgages from the developer in connection with the Neighborhood Housing Services Residential Construction Loan Program (the "Construction Mortgages"). The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Neighborhood Housing Services Residential Mortgage Loan Program (the "Unit Mortgages"). The Notes and Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) or (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Notes and Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Notes and Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Notes and Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Note and Bond Loan Program Revenues, in the case of construction financing for the developer, will be paid by the developer to the Trustee as servicer for the Construction Mortgages or as Trustee for the Neighborhood Housing Services Residential Construction Loan Program, as stipulated in the construction loan agreement or agreements to be entered into by the City with an agent, or agents, for

construction loan servicing of the Construction Mortgages. The Revenue Note and Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Neighborhood Housing Services Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage construction loans to the developer of the Neighborhood Housing Services Residential Development Program and residential low and moderate cost mortgage loans to the Mortgagors, each within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$5,000,000, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Neighborhood Housing Services Loan Program)", and the issuance, sale and delivery of not exceeding \$5,000,000, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Neighborhood Housing Services Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Neighborhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program as a part of the Neighborhood Housing Services Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Neigh-

borhood Housing Services Residential Construction Loan Program and the Neighborhood Housing Services Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Neighborhood Housing Services Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii),

(iii) and (iv). The aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed \$5,000,000, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$5,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Neighborhood Housing Services Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement

memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dates as of the first day of of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity of maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Notes and Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

- (1) the provisions of trust between the City and the Trustee;
- (2) the manner of execution, authentication, registration and transfer of the Notes and Bonds;

(3) provisions for authentication and delivery of the Notes and Bonds;

(4) the provisions of the Neighborhood Housing Services Residential Construction Loan Program and of the Neighborhood Housing Services Residential Mortgage Loan Program, including (i) the terms of the construction loans and of the Construction Mortgages acquired under the Neighborhood Housing Services Residential Construction Loan Program, (ii) the terms of the mortgage loans and of the Unit Mortgages acquired under the Neighborhood Housing Services Residential Mortgage Loan Program, and (iii) the terms of any servicing agreement between the City and a mortgage servicer for the Construction Mortgages and the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Notes and Bonds;

(6) provisions for creation, holding and disbursement of a construction loan and a program fund to be held by the Trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Trustee;

(8) provisions for the application of the Revenue Note and Bond Loan Program Revenues;

(9) provisions for the security for and investment of moneys held by the Trustee;

(10) the details of the procedure for the redemption of the Notes and Bonds;

(11) remedies for Bondholders in the event of default;

(12) the duties, rights and immunities of the Trustee;

(13) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Notes and Bonds;

(14) provisions for modification of this ordinance;

(15) provisions for defeasance of the Notes and Bonds;

(16) the forms of the Notes and Bonds, coupons and the Trustee's authentication certification; and

(17) such other matters in connection with the authorization, issuance, security, sale and payment of the Notes and Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 5. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Notes and Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Neighborhood Housing Services Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Notes and Bonds.

SEC. 5. *And be it further ordained*, That, Mayor and City Council may amend this ordinance from time to time as as necessary and appropriate to increase the authorization for revenue notes and revenue bonds for the Neighborhood Housing Services Residential Development Program for increased costs or other changes in the Neighborhood Housing Services Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution, approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this

ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 494

(Council No. 872)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
Neighborhood
Residential Development Program

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Neighborhood Residential Development Program (as defined in this ordinance) consisting of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Neighborhood Loan Program)" in the aggregate principal amount not exceeding \$10,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Neighborhood Residential Development Program (as defined in this ordinance) for the Project Areas within the Neighborhood Area (each as defined in this ordinance) in the

City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Neighborhood Residential Development Program (as defined in this ordinance) for the Project Areas within the Neighborhood Area as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue bonds; providing that (a) such revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue bonds and (b) such revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue bonds, including (without limitation) to approve the form of bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in

connection with the sale of such revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue bonds or the purchasers of such revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue bonds and to appoint a trustee for such revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue bonds, (c) set forth the rights and remedies of the holders of such revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue bonds providing that all or a portion of such revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Neighborhood Residential Development Program (as deined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue bonds and to utilize the proceeds of the bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing inter-

est rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such bonds, (b) contain reasonable

and proper provisions for the protection and enforcement of the rights and remedies of the holders of such bonds, (c) set forth the rights and remedies of the holders of such bonds and of the trustee and restrict the individual rights of action by the holders of the bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Neighborhood Residential Development Program shall be located in Baltimore City at various sites. Consisting of single family residential units, including but not limited to townhouses, condominiums, cooperatives, or other single family residential structures.

G. As part of the development of the Neighborhood Area, the City seeks to promote owner-occupied residential units within Baltimore and the Neighborhood Area

offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Neighborhood Residential Development Program").

H. Pursuant to the Neighborhood Residential Development Program, the City proposes to provide necessary financing as determined from time to time for long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Neighborhood Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue bonds.

I. Pursuant to the Enabling Laws, and City has determined to issue and sell in an amount not to exceed \$10,000,000 aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Neighborhood Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Neighborhood Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

J. The City has determined to issue and sell the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to

finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

K. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Bonds to develop the Neighborhood Residential Mortgage Loan Program as an integral part of the Neighborhood Residential Development Program.

L. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Laws to develop the Neighborhood Residential Mortgage Loan Program as a part of the Neighborhood Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those gen-

erally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Neighborhood Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Bonds shall be payable from, and secured by,

(i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Neighborhood Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Bonds. The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Neighborhood Residential Mortgage Loan Program (the "Unit Mortgages"). The Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Neighborhood Residential Mortgage Loan Pro-

gram, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage loans to the Mortgagors, within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, in issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Neighborhood Loan Program)" is hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Neighborhood Residential Mortgage Loan Program as part of the Neighborhood Residential Development Program, as set forth in this ordinance. In addition to the disbursement of Bond proceeds for mortgage loans under the Neighborhood Residential Mortgage Loan Program, Bond proceeds may be disbursed (without limitation) (i) to (i) to pay the cost of issuance and sale of the Bonds, including (without limitation) costs of printing Bonds, the official statement and other legal documents, costs of delivery of the Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Bonds. The Bonds shall be solely and exclusively payable from the Revenue Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to ordinance) certain Bond shall be secured (to the extent

provided by resolution of the Board of Finance adopted pursuant to this ordinance) (without limitation) by the Unit Mortgages. The Board of Finance may require, however, that the Bonds be additionally secured by (i) insuring the Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Neighborhood Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Bonds;

(b) to determine and set forth the form, terms and provisions of servicing agreements and all other mortgage loan and other documents in connection with the Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Bonds, the price at which such Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Bonds.

The Bonds shall be dates as of the first day of the month next following the date on which the Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Bonds so that, if the Bonds are dated October 1, 1981, interest on the Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Neighborhood Residential Mortgage Loan Program, including (i) the terms of the mortgage loans and of the Unit Mortgages acquired under the Neighborhood Residential Mortgage Loan Program, and (ii) the terms of any servicing agreement between the City and a mortgage servicer for the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Bonds;

(6) provisions for creation, holding and disbursement of any of any other funds and accounts to be held by the Trustee;

(7) provisions for the application of the Revenue Bond Loan Program Revenues;

(8) provisions for the security for and investment of moneys held by the Trustee;

(9) the details of the procedure for the redemption of the Bonds;

(10) remedies for Bondholders in the event of default;

(11) the duties, rights and immunities of the Trustee;

(12) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Bonds;

(13) provisions for modification of this ordinance;

(14) provisions for defeasance of the Bonds;

(15) the forms of the Bonds, coupons and the Trustee's authentication certificate; and

(16) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as

amended from time to time, of the Neighborhood Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Bonds.

SEC. 5. *And be it further ordained*, The Mayor and City any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters ment Program for increased costs or other changes in the Neighborhood Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of iFnance, or authorized for implementation by the Board of Fiance, shall not be acted upon by the Board of Fiance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provisions, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 495

(Council No. 873)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS

Home Improvement

Residential Development Program

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Home Improvement Residential Development Program (as defined in this ordinance) consisting of its revenue bonds, to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Home Improvement Loan Program)" in the aggregate principal amount not exceeding \$10,000,000, each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Home Improvement Residential Development Program (as defined in this ordinance) for the Project Areas within the Home Improvement Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Home Improvement Residential Development Program (as defined in this ordinance) for the Project Areas within the Home Improvement Area as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue bonds; providing that (a) such revenue bonds shall be

payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue bonds and (b) such revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue the revenue bonds including (without limitation) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue bonds, including (without limitation) to approve the form of bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue bonds or the purchasers of such revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue bonds and to appoint a trustee for such revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such revenue bonds, (c) set forth the rights and remedies of the holders of such revenue bonds and of the trustee and restrict the individ-

ual right of action by the holders of such revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue bonds providing that all or a portion of such revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Home Improvement Residential Development Program (as defined in this ordinance).

RECITALS

A. Subsection (51)—Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 51”) authorizes Mayor and City Council of Baltimore (the “City”) to borrow money by the issuance and sale of its revenue bonds and to utilize the proceeds of the bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland (“Baltimore”) to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection (50)”) authorizes the City to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue bonds issued pursuant to Subsection (50) shall be payable, as to

both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue bonds, including (without limitation) the forms, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such bonds, (c) set forth the rights and remedies of the holders of such bonds and of the trustee and restrict the individual rights of action by the holders of the bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws".

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate

and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Home Improvement Residential Development Program shall be located in Baltimore City at various sites. Consisting of single family residential units, including but not limited to townhouses, condominiums, cooperatives, or other single family residential structures.

G. As part of the development of the Home Improvement Area, the City seeks to promote owner-occupied residential units within Baltimore and the Home Improvement Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Home Improvement Residential Development Program").

H. Pursuant to the Home Improvement Residential Development Program, the City proposes to provide necessary financing as determined from time to time for long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Home Improvement Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed

\$10,000,000 aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Home Improvement Loan Program)", (the Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Home Improvement Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

J. The City has determined to issue and sell the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

K. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the

City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Bonds to develop the Home Improvement Residential Mortgage Loan Program as an integral part of the Home Improvement Residential Development Program.

L. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Laws, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Laws to develop the Home Improvement Residential Mortgage Loan Program as a part of the Home Improvement Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Home Improvement Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real

estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of an involvement of the faith and credit or the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Home Improvement Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Bonds. The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Home Improvement Residential Mortgage Loan Program (the "Unit Mortgages"). The Bonds may be additionally secured (without in any way

specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Bond Loan Program Revenues, in the case of financing for Mortgagors, will be paid by the Mortgagors to the mortgage servicer or servicers for the Home Improvement Residential Mortgage Loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage loans to the Mortgagors, within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Home Improvement Loan Program)" is hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Home Improvement Residential Mortgage Loan Program as a part of the Home Improvement Residential Development Program, as set forth in this ordinance. In addition to the disbursement of Bond proceeds for mortgage loans under the Home Improvement Residential Mortgage Loan Program, Bond proceeds may be disbursed (without limitation) (i) to (i) to pay the cost of issuance and sale of the Bonds, including (without limitation) costs of printing Bonds, the official statement and other legal documents, costs of delivery of the Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Bonds. The Bonds shall be solely and exclusively payable from the Revenue Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Bond shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) (without limitation) by the Unit Mortgages. The Board of Finance may require, however, that the Bonds be additionally secured by (i) insuring the Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto.

The City contemplates that, because of inflation and other factors which may occur during the development of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Home Improvement Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Bonds;

(b) to determine and set forth the form, terms and provisions of servicing agreements and all other mortgage loans and other documents in connection with the Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine that dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Bonds, the price at which such Bonds are to be sold to such under-

writers, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Bonds.

The Bonds shall be dated as of the first day of the month next following the date on which the Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Bonds so that, if the Bonds are dated October 1, 1981, interest on the Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Home Improvement Residential Mortgage Loan Program, including (i) the terms of the mortgage loans and of the Unit Mortgages acquired under the Home Improvement Residential Mortgage Loan Program, and (ii) the terms of any servicing agreement between the City and a mortgage servicer for the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Bonds;

(6) provisions for creation, holding and disbursement of any of any other funds and accounts to be held by the Trustee;

(7) provisions for the application of the Revenue Bond Loan Program Revenues;

(8) provisions for the security for and investment of moneys held by the Trustee;

(9) the details of the procedure for the redemption of the Bonds;

(10) remedies for Bondholders in the event of default;

(11) the duties, rights and immunities of the Trustee;

(12) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Bonds;

(13) provisions for modification of this ordinance;

(14) provisions for defeasance of the Bonds;

(15) the forms of the Bonds, coupons and the Trustee's authentication certificate; and

(16) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems necessary or appropriate in connection with the schedule, as amended from time to time, of the Home Improvement Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue bonds for the Home Improvement Residential Development Program for increased costs or other changes in the Home Improvement Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be

acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provisions, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 496

(Council No. 874)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS

Sandtown

Residential Development Program

FOR the purpose of authorizing and providing for the issuance, sale and delivery, by the Mayor and City Council of Baltimore (the "City") of its revenue obligations for the Sandtown Residential Development Program (as defined in this ordinance) consisting of its revenue bonds,

to be used in part to provide mortgage financing for the purchasers of owner-occupied residential units described in this ordinance, designated "Single-Family Mortgage Revenue Bonds (Sandtown Loan Program)" in the aggregate principal amount not exceeding \$1,200,000 each pursuant to the provisions of Subsections (51) and (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), in order to use the proceeds for the sole and exclusive purpose of financing the Sandtown Residential Development Program (as defined in this ordinance) for the Project Areas within the Sandtown Area (each as defined in this ordinance) in the City of Baltimore, including (without limitation) the purchase, the contracting to purchase or the acquisition of mortgage loans bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in the City of Baltimore, as provided in this ordinance, for the public purpose of developing readily available sources of money at low and moderate cost for the Sandtown Residential Development Program (as defined in this ordinance) for the Project Areas within the Sandtown Area as defined in this ordinance) within the City of Baltimore; making certain legislative findings, among others, concerning the public benefit and purpose of such revenue bonds; providing that (a) such revenue bonds shall be payable solely and only from Revenue Note and Bond Loan Program Revenues (as defined in this ordinance) and (to the extent provided by resolution of the Board of Finance of the City adopted pursuant to this ordinance) certain proceeds or such revenue bonds and (b) such revenue bonds shall not ever constitute, within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision or otherwise (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of or an involvement of the faith and credit or the taxing powers of the City or any other political subdivision; authorizing and empowering the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue the revenue bonds including (without limita-

tion) the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue bonds, including (without limitation) to approve the form of bonds, to prepare and distribute preliminary and final official statements or preliminary and final placement memoranda or circulars in connection with the sale of such revenue bonds, to determine the dates, times and places when underwriting or placement agreements or purchase agreements shall be submitted by the underwriters or placement agents for such revenue bonds or the purchasers of such revenue bonds and to determine certain of the terms of such agreements, to determine the interest rate or rates to be paid by the City on such revenue bonds and to appoint a trustee for such revenue bonds, and (iii) to approve the form of trust agreements between the City and the trustee, which trust agreements may (a) pledge or assign all or any part of the security for such revenue bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the the rights and remedies of the holders of such revenue bonds, (c) set forth the rights and remedies of the holders of such revenue bonds and of the trustee and restrict the individual right of action by the holders of such revenue bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such revenue bonds providing that all or a portion of such revenue bonds may be refunded pursuant to a subsequent ordinance of the City; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue obligations for the Sandtown Residential Development Program (as deined in this ordinance).

RECITALS

A. Subsection (51) Loans to Facilitate Low and Moderate Cost Residential Mortgage Financing Within the City, of Article II of the Charter of Baltimore City (1964

Revision, as amended) ("Subsection 51") authorizes Mayor and City Council of Baltimore (the "City") to borrow money by the issuance and sale of its revenue bonds and to utilize the proceeds of the bonds to develop an owner-occupancy residential mortgage loan program in the City of Baltimore, Maryland ("Baltimore") to provide readily available sources of money at low and moderate cost for such residential mortgage loans within Baltimore through the purchase, contracting to purchase other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans or comparable quality and term in Baltimore and (ii) having whatever other terms and characteristics as may be determined by the City. Subsection (51) requires that revenue bonds authorized thereunder shall be issued pursuant to Subsection (50)—Revenue Bonds and Obligations, of the Charter of Baltimore City (1964 Revision, as amended).

B. Subsection (50)—Revenue Bonds and Obligations, of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection (50)") authorizes the City to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City. Revenue bonds issued pursuant to Subsection (50) shall be payable, as to both principal and interest, solely from and secured solely by (i) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by issuance of the bonds, (ii) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the bonds, (iii) the contracts, mortgages or other securities purchased or otherwise acquired with the process of the bonds, or (iv) any combination of (i), (ii) or (iii).

C. Subsection (50) further authorizes the City to authorize and empower the Board of Finance of the City by resolution (i) to determine and set forth certain matters pertaining to the revenue bonds, including (without limitation) the forms, terms, provisions, manner or method

of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance and any and all other details of such revenue bonds, (ii) to do any and all things necessary, proper or expedient in connection with the issuance and sale of such revenue bonds, and (iii) to approve the form of a trust agreement between the City and the trustee, which trust agreement may (a) pledge or assign all or any part of the security for such bonds, (b) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the holders of such bonds, (c) set forth the rights and remedies of the holders of such bonds and of the trustee and restrict the individual rights of action by the holders of the bonds, and (d) contain whatever other provisions are deemed reasonable and proper for the security of the holders of such bonds.

D. Subsection (51) and Subsection (50) are referred to herein collectively as the "Enabling Laws."

E. Subsection (51) declares, among other things, that borrowing money thereunder by the issuance of revenue bonds shall be for the essential public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

F. The Project Area of the Sandtown Residential Development Program shall be located in Baltimore City

along the east side of the 900 block of Fulton Avenue. Consisting of single family residential units, including but not limited to townhouses, condominiums, cooperatives, or other single family residential structures.

G. As part of the development of the Sandtown Area, the City seeks to promote owner-occupied residential units within Baltimore and the Sandtown Area offering a variety of good housing accommodations in an attractive environment (such program as it may have heretofore or may hereafter be amended, or supplemented or extended to other areas from time to time called the "Sandtown Residential Development Program)."

H. Pursuant to the Sandtown Residential Development Program, the City proposes to provide necessary financing as determined from time to time for long-term mortgage financing (such program as it may have heretofore or may hereafter be amended, supplemented or extended to other areas from time to time called "Sandtown Residential Mortgage Loan Program") for purchasers (herein "mortgagors") of residential units in the Project Area through several issues of the City's revenue bonds.

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed \$1,200,000 aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Sandtown Loan Program)", (the Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Sandtown Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

J. The City has determined to issue and sell the Bonds to effectuate the public purpose of (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the bound-

aries of Baltimore, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

K. Pursuant to authority provided in Article XI-H of the Constitution of Maryland and laws enacted pursuant thereto, the City from time to time has general funds available for use to make or contract to make or to guarantee or insure financial loans to any person or other legal entity to be used for or in connection with the purchase, acquisition, or development of buildings or structures, including any land necessary therefor, within the boundaries of Baltimore, which buildings or structures are to be used or occupied for residential purposes. Pursuant to such authority, or as otherwise may be permitted by applicable law, the City, acting through the Department of Housing and Community Development of the City and the Board of Estimates of the City, may determine from time to time to make, guarantee or insure financial loans in connection with the owner-occupied residential units for the Project Areas to supplement the proceeds of the Bonds to develop the Sandtown Residential Mortgage Loan Program as an integral part of the Sandtown Residential Development Program.

L. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the Inner Harbor Residential Development Program by making loans to finance such purchases.

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore, That, acting pursuant to the Enabling Laws, it hereby found and determined, as follows:*

(1) The issuance of revenue bonds by the City pursuant to the Enabling Laws to develop the Sandtown Residential Mortgage Loan Program as a part of the Sandtown Residential Development Program in Baltimore through the purchase, contracting to purchase or other acquisition of mortgage loans (i) bearing interest rates below those generally prevailing (at the time of purchase or contract to purchase) in the private mortgage market (to the extent such a market exists at that time) for loans of comparable quality and term in Baltimore and (ii) having the terms and characteristics as determined by this ordinance and the Board of Finance acting pursuant to this ordinance, will encourage and facilitate the purchase of residential property in the Project Area by residents of Baltimore of all income levels.

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the development of the Sandtown Residential Mortgage Loan Program, will accomplish a public purpose and meet existing public needs by (i) preserving a healthy and viable economy within Baltimore, (ii) encouraging and facilitating the creation or maintenance of a healthy and ready market for residential real estate in Baltimore, including (without limitation) the ready sale and purchase of existing residential real estate and the purchase, acquisition, erection or development of buildings or structures for owner-occupied residential purposes, including any land necessary therefor, within the boundaries of Baltimore City, (iii) encouraging and facilitating the purchase of residential real property in Baltimore in order to maintain and encourage growth in real property assessments in Baltimore, and (iv) preserving the public health, safety and welfare of the residents of Baltimore by enabling residents of Baltimore of all income levels to finance readily their housing needs in Baltimore, thus discouraging the proliferation of vacant and substandard housing in Baltimore and retarding or reversing the movement of financially self sufficient taxpayers to surrounding subdivisions.

(3) Neither bonds nor interest coupons issued under the authority of the Enabling Laws constitute (i) a debt or general obligation of the City or any other political subdivision or (ii) a pledge of an involvement of the faith and credit or

the taxing powers of the City or any other political subdivision, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision. The principal of and interest on the Bonds shall be payable from, and secured by, (i) an assignment of payments, proceeds, charges, rents and any other income or payments (except certain escrow payments) to be derived in cash by or for the account of the City from or related to the Sandtown Residential Mortgage Loan Program, including (without limitation) payments (as determined by resolution of the Board of Finance adopted pursuant to this ordinance) of principal and interest on mortgage loans made by the City to Mortgagors (all such income or payments called the "Revenue Bond Loan Program Revenues") and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) proceeds of the Bonds. The principal of and interest on the Bonds shall be secured by (without limitation) mortgages from Mortgagors in connection with the Sandtown Residential Mortgage Loan Program (the "Unit Mortgages"). The Bonds may be additionally secured (without in any way specifying or limiting the terms of such additional security) by (i) insuring all or a part of the Unit Mortgages by private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring all or a part of the Unit Mortgages through the Maryland Housing Fund or such other Federal, State or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the trustee for the holders of the Bonds (the "Bondholders"); or (iv) such other security as the Board of Finance may by resolution approve; or (v) any combination of (i), (ii), (iii) and (iv).

The principal amount of the Bonds will be paid directly to, and will be disbursed by, the independent trustee or trustees appointed by the Board of Finance pursuant to this ordinance (the "Trustee"). No such moneys will be either commingled with the City's general funds or made subject to the absolute control of the City, except for such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are

used to accomplish the public purposes of the Enabling Laws and this ordinance. The Revenue Bond Loan Program Revenues, in the case of financing for Mortgages, will be paid by the Mortgagors to the mortgage servicer or servicers for the Sandtown Residential Mortgage loan Program, as stipulated in the servicing agreement or agreements to be entered into by the City with a servicing agent or agents for the Unit Mortgages, and the Revenue Note and Bond Loan Program Revenues, less the servicing fee to be approved by the Board of Finance, shall be paid by such servicer to the Trustee. The transactions authorized hereby do not constitute a public improvement or a capital project within the meaning of any charter or statutory provision. The public purposes expressed in this ordinance are intended to be achieved by providing residential low and moderate cost mortgage loans to the Mortgagors, within Baltimore; preserving a healthy economy within Baltimore; fostering a healthy market for residential real estate in Baltimore; fostering the purchase of residential real property in Baltimore and providing affordable housing within Baltimore, thus discouraging the movement of taxpayers to surrounding subdivisions.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding \$1,200,000 aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Sandtown Loan Program)" is hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Sandtown Residential Mortgage Loan Program as a part of the Sandtown Residential Development Program, as set forth in this ordinance. In addition to the disbursement of Bond proceeds for mortgage loans under the Sandtown Residential Mortgage Loan Program, Bond proceeds may be disbursed (without limitation) (i) to (i) to pay the cost of issuance and sale of the Bonds, including (without limitation) costs of printing Bonds, the official statement and other legal documents, costs of delivery of the Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (ii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve

funds for the Bonds. The Bonds shall be solely and exclusively payable from the Revenue Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Bond shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) (without limitation) by the Unit Mortgages. The Board of Finance may require, however, that the Bonds be additionally secured by (i) insuring the Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$1,200,000 unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Sandtown Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and

the time or times of issuance and any and all other details of the Bonds;

(b) to determine and set forth the form, terms and provisions of servicing agreements and all other mortgage loan and other documents in connection with the Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Bonds; provided, however, that any such preliminary official statements or placement memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Bonds, the price at which such Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Bonds or purchasers of the Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the

Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Bonds.

The Bonds shall be dated as of the first day of the month next following the date on which the Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Bonds so that, if the Bonds are dated October 1, 1981, interest on the Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That, prior to the sale of the Bonds, the Board of Finance, unless the City shall otherwise prescribe, may determine by resolution:

(1) the provisions of trust between the City and the Trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Sandtown Residential Mortgage Loan Program, including (i) the terms of the mortgage loans and of the Unit Mortgages acquired under the Sandtown Residential Mortgage Loan Program, and (ii) the terms of any servicing agreement between the City and a mortgage servicer for the Unit Mortgages;

(5) the terms of the private insurance, public insurance or other security for the Bonds;

(6) provisions for creation, holding and disbursement of any of any other funds and accounts to be held by the Trustee;

(7) provisions for the application of the Revenue Bond Loan Program Revenues;

(8) provisions for the security for and investment of moneys held by the Trustee;

(9) the details of the procedure for the redemption of the Bonds;

(10) remedies for Bondholders in the event of default;

(11) the duties, rights and immunities of the Trustee;

(12) the manner of execution of instruments by Bondholders and the method of proof of ownership of the Bonds;

(13) provisions for modification of this ordinance;

(14) provisions for defeasance of the Bonds;

(15) the forms of the Bonds, coupons and the Trustee's authentication certificate; and

(16) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution of resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Board of Finance may approve the issuance of the Bonds in one or more series from time to time as the Board of Finance by resolution adopted pursuant to this ordinance deems neces-

sary or appropriate in connection with the schedule, as amended from time to time, of the Sandtown Residential Development Program. It is hereby declared that singular terms shall include the plural and plural the singular so that each provision of this ordinance shall apply to each series of Bonds.

SEC. 5. *And be it further ordained*, That Mayor and City Council may amend this ordinance from time to time as necessary and appropriate to increase the authorization for revenue bonds for the Sandtown Residential Development Program for increased costs or other changes in the Sandtown Residential Development Program for the Project areas, or otherwise.

SEC. 6. *And be it further ordained*, That, if any action or any matter delegated to the Board of Finance, or authorized for implementation by the Board of Finance, shall not be acted upon by the Board of Finance, such actions and matters may be acted upon or implemented by a resolution approved by the City Council of the City, which is subsequently approved by the Mayor or acting Mayor of the City.

SEC. 7. *And be it further ordained*, That, the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this ordinance or its applications to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, and if the person or circumstances to which this ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 8. *And be it further ordained*, That, this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 497

(Council No. 875)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(Levenson & Klein, Inc. Project)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Levenson & Klein, Inc. Project)", in the aggregate principal amount not to exceed \$1,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the expansion, improvement, and renovation of the property situate at 4401 Erdman Avenue or substitute property elsewhere in Baltimore, and certain improvements and equipment in connection therewith, to be operated as a furniture and general merchandise distribution and office facility by Levenson & Klein, Inc., a Maryland corporation, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from Levenson & Klein, Inc. addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, conditions, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of

such bonds; authorizing the private (negotiated) sale of such bonds; providing that Levenson & Klein, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law") empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Levenson & Klein, Inc., a Maryland corporation (including its assigns) (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to ex-

ceed \$1,000,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the lots of land, improvements, and equipment located at 4401 Erdman Avenue or substitute property elsewhere in Baltimore City, (b) the expansion and installation in the building located there, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower as a furniture and general merchandise distribution and office facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right,

title and interest in and to and remedies under the Loan Agreement, including (without limitation) and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this

Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its succes-

sors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and

credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (Levenson & Klein, Inc. Project), in the aggregate principal amount not to exceed \$1,000,000, subject to the provisions of this Ordinance and such terms, conditions and provisions prescribed by the Board of Finance of the City. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Levenson & Klein, Inc. Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$700,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds and their issuance;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details and conditions of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appro-

priate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the

proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community De-

velopment for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The sufficiency, or lack thereof, of the reasons presented for any extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 498
(Council No. 876)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
(THE ZAMOISKI CO. PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (The Zamoiski Co. Project)", in the aggregate principal amount not to exceed \$7,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the expansion, improvement, and renovation of the property situate at 1101 DeSoto Road, and certain improvements and equipment in connection therewith, to be operated as a housewares, electronics, appliances, and general merchandise distribution center facility by The Zamoiski Co., a Maryland corporation, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years following the date of such bonds) ; authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from The Zamoiski Co. addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, conditions, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds ; authorizing the

private (negotiated) sale of such bonds; providing that The Zamoiski Co. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and delivery revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from The Zamoiski Co., a Maryland corporation (including its assigns) (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$7,000,000 (the "Bonds") and by loaning the proceeds

of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the lots of land, improvements, and equipment located at 1101 DeSoto Road in Baltimore City, (b) the expansion and installation in the building located there, which has 170,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower as a housewares, electronics, appliances, and general merchandise distribution center facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan Payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of

the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in

this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original

Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full

faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (The Zamoiski Co. Project), in the aggregate principal amount not to exceed \$7,000,000, subject to the provisions of this Ordinance and such terms, conditions and provisions prescribed by the the Board of Finance of the City. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (The Zamoiski Co. Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$700,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds and their issuance;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details and conditions of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appro-

priate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution

that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community De-

velopment for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 499

(Council No. 878)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
PARK CIRCLE INDUSTRIAL PARK PROJECTS

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time, a number of series of its industrial development revenue bonds, as limited obligations of the City and not upon its full faith and credit, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Park Circle Industrial Park Projects) Series ——" the aggregate principal amount of such Bonds not to exceed \$75,000,000 pursuant to the provisions of Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the acquisition, by lease or purchase, of subdivided parcels of land (collectively the "Lots" or individually a "Lot") located in that certain tract of land, containing 40 acres, more or less, on Druid Park Drive in Baltimore City and known as "Park Circle Industrial Park", as shown on an exhibit to the Letter of Intent (as defined herein) (the "Park Circle Industrial Park"), and the construction on the Lots, and equipping, of several industrial buildings for use by a number of industrial concerns, which shall be the Baltimore Economic Development Corporation (BEDCO), or one or more wholly owned subsidiaries of BEDCO, or one or more corporations, partnerships or other business entities as designated by BEDCO and approved by the Board of Finance of the City (collectively the "Industrial Concerns" or individually, an "Industrial Concern"), in labor-intensive manufacturing and processing activities (the Lots and the industrial buildings to be constructed thereon and equipment being collectively called the "Projects" and individually called a "Project"), the proceeds of each series of the bonds or of one or more of such series to be used to finance the costs of one or more of the Projects; authorizing the City to accept the letter of intent of BEDCO dated October 9, 1981; making certain legisla-

tive findings; authorizing and empowering the Board of Finance of the City, prior to the issuance and delivery of any series of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City (a) shall prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such series of bonds, and (b) do any and all things necessary, proper and expedient in connection with the issuance and sale of such series of bonds; authorizing the private (negotiated) sale of such series of bonds; providing that the Industrial Concern which is to be the user of the Project to be financed by such series of bonds shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with such acquisition, equipping and construction; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such series of bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law") empowers the City to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include (a) the relief of conditions of unemployment in Baltimore City, (b) promoting the health, welfare and safety of the residents of Baltimore City, and (c) promoting commercial and economic development in Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from BEDCO, on behalf of itself and all of the other Industrial Concerns (collectively the "Borrowers" or individually with respect to any series of the Bonds, a "Borrower"), pursuant to which the Borrowers have requested the City to participate in the financing of the costs of the acquisition, by lease or purchase, construction and equipping of one or

more of the Projects by issuance and sale by the City of a number of series of its industrial development revenue bonds the aggregate principal amount of all such series not to exceed \$75,000,000 and by loaning the proceeds of each series of the revenue bonds to one of the Borrowers, upon the terms and conditions of a loan agreement to be entered into between the City and such Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

Each of the Projects will consist of the acquisition, by lease or purchase, of one or more of the Lots and the construction and equipping thereon of an industrial building for use by one or more of the Borrowers. More specifically, the proceeds of each series of the bonds will be used to finance the costs of (a) the acquisition, by lease or purchase, of one or more of the Lots, (b) acquisition, construction and equipping thereon of a building, and (c) paying the costs of issuance of such series of the bonds, including the expense of engraving and printing the bonds, the official statement and other legal documents related thereto, advertising, legal and accounting fees and all other incidental expenses connected therewith.

The Loan Agreement will require the Borrower (a) to use the proceeds of the corresponding series of the bonds solely to finance the Project related thereto, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium (if any) on the series of the bonds when and as the same shall become due and payable.

As security for each series of the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board of Finance") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns (among

other things), (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all collateral referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for that series of the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the series of revenue bonds and which the Board of Finance shall approve by a resolution (the "Resolution") to be adopted by the Board of Finance prior to the issuance, sale and delivery of each series of the bonds.

Each series of the bonds will be sold at a private (negotiated) sale.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the series of revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to each of the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects will facilitate, enable and expedite the acquisition, construction and equipping of the Projects by the Borrowers.

(2) The approval of a Borrower other than BEDCO or one or more wholly owned subsidiaries of BEDCO by the

Board of Finance for a specific Project will permit a diversification of development opportunities in the City and the formation of the most efficient form of development entity with respect to each Project.

(3) The acquisition, construction, and equipping of each of the Projects by the respective Borrowers and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in Baltimore City, thus relieving conditions of unemployment in Baltimore City; (b) promoting the health, welfare and safety of the resident of Baltimore City; and (c) promoting commercial and economic development in Baltimore City.

(4) Neither the series of revenue bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City. Each series of revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of each of the Loans and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds of each series will be paid directly to the Trustee or the Project Fund Trustee for such series to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment, either of which to be approved by the Board of Finance in the Resolution applicable to such series. Payments of the principal of, any premium (if any) and interest on, each of the Loans will be paid by the respective Borrowers directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board of Finance in the Resolution applicable to such series. No such moneys will be commingled with the City's funds or will be subject

to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The transactions authorized hereunder shall in no event constitute capital projects within the meaning of any charter or statutory provisions. The public purposes expressed in the Enabling Law are to be achieved by facilitating, enabling and expediting the acquisition, construction and equipping of each of the Projects by the respective Borrowers.

(5) The City will acquire no interest in any of the Projects other than (a) any general interest in a Borrower's property shared by all holders of that Borrower's obligations which rank and are secured equally with that Borrower's obligations pursuant to the Loan Agreement applicable to such series of Bonds, (b) any lien and security interest created by the Loan Agreement applicable to each series of revenue bonds, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for one of the Loans or the revenue bonds as the Board of Finance may provide for and approve in the Resolution applicable to each series of revenue bonds. The security for each series of revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligation of the respective Borrower to make the payments required by the Loan Agreement applicable to such series of revenue bonds, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement applicable to such series of revenue bonds and of any other lien and security interest created with respect to any property as security for the Loan applicable to such series of revenue bonds or as security for the revenue bonds of such series, as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue bonds and (c) moneys realized from any guaranty of the series of revenue bonds or of the Loan as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue Bonds.

(6) Each of the Borrowers shall covenant and agree in the Loan Agreement applicable to the respective series

of bonds to properly operate and maintain the Project funded thereby during the time any of the revenue bonds of such series are outstanding. Such covenant and agreement shall include a specific undertaking by the Borrower to make all replacements and repairs on the Project funded thereby necessary to insure that the security for such revenue bonds shall not be impaired.

(7) The best interests of the City will be served by selling each of the series of revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board of Finance in the Resolution applicable to each such series.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, as limited obligations of the City and not upon its full faith and credit, a number of series of its "Baltimore City, Maryland Industrial Development Revenue Bonds (Park Circle Industrial Projects) Series ————" in the aggregate principal amount not to exceed \$75,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of each series of the Bonds will be loaned to one or more of the Borrowers pursuant to the terms and provisions of a Loan Agreement applicable to the respective series of bonds to be used by the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by each of the respective Borrowers pursuant to the Loan Agreement applicable to that series of Bonds and from any other moneys made available to the City for such purpose. The security for each series of Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the binding commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the binding commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Park Circle Industrial Park Projects) Series ———", provided, that the descriptive title may contain such other descriptive information as the Board of Finance may prescribe in the Resolution applicable to such series (e.g. "—— Series A", or "—— Series" or a designation identifying the particular Project or Borrower). Each series of Bonds shall bear interest at the rate or rates of interest to be determined by negotiations with the Original Purchaser or Purchasers of the Bonds and to be approved and prescribed by the Board of Finance in the Resolution applicable to each such series.

SEC. 5. *And be it further ordained*, That the definitive Bonds of each series, which may be engraved, printed or typewritten, including the Trustee's Certificate of Authentication to be endorsed thereon (if the Trust Agreement is entered into), shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance may approve in the Resolution applicable to each such series.

SEC. 6. *And be it further ordained*, That the Bonds of each series shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment applicable to each series of Bonds and, where applicable, all other document as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of each series of Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City (or such other officer as the Mayor shall lawfully designate for the purpose) by his manual signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signa-

ture shall appear on such Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of any such Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in the Resolution applicable to such series of Bonds to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time in one or more series and in such amounts as the Board of Finance shall prescribe in the Resolution applicable to each series of Bonds. The Board of Finance is hereby authorized to prepare a financial plan for the financing of the Park Circle Industrial Park Projects providing for the allocation and use of the several series of Bonds among the Projects. Said Board is further authorized to retain Bond Counsel to the City and to retain such financial advisors as it shall deem appropriate to review the aforesaid financial plan provided that provision is made for the costs of such Counsel and financial advisors to be paid for out of the revenues from the Loan Agreements applicable to the Projects.

SEC. 8. *And be it further ordained*, That each series of Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places as the Board of Finance shall prescribe in the Resolution applicable to each series of the Bonds.

SEC. 9. *And be it further ordained*, That the Bonds of each such series may be subject to redemption prior to their stated maturities upon such other terms and conditions as the Board of Finance shall prescribe in the Resolution applicable to each such series.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of each series of Bonds, the Board of Finance shall adopt the Resolution pursuant to which the Board of Finance shall:

(a) upon the recommendation of BEDCO, approve the Borrower or Borrowers with respect to the Project to be funded by such series if said Borrower is to be other than BEDCO or one or more wholly owned subsidiaries of BEDCO;

(b) prescribe the form, tenor, terms, provisions and conditions of and security for that series of Bonds;

(c) prescribe the actual amounts, rate or rates of interest, denominations, date, actual maturity or maturities (within the limits herein prescribed), and the place or places of payment of such series of Bonds, and the terms and conditions and details under which such series of Bonds may be called for redemption prior to their stated maturities;

(d) appoint a bank having trust powers, or a trust company, as Trustee or, if the Assignment is entered into, Project Fund Trustee, for such series of Bonds and appoint a paying agent or agents for such series of Bonds, which may be the Trustee or Project Fund Trustee.

(e) approve the form and contents, and authorize the execution and delivery (where applicable) or (i) a Loan Agreement, (ii) a Trust Agreement or an Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board of Finance shall deem necessary in order to effectuate the issuance, sale and delivery of such series of Bonds:

(f) determine the time of execution, issuance, sale and delivery of such series of Bonds and prescribe any and all other details of such series of Bonds;

(g) provide for the direct payment by the respective Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of that series of Bonds, including (without limitation) costs of printing (if any) and issuing such Bonds, legal expenses (including the fees of Bond Counsel) and

compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(h) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(i) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of such series of Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment applicable to each series of Bonds shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance shall approve in the Resolution applicable to such series of Bonds.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, each series of Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board of Finance in the Resolution applicable to that series of Bonds.

SEC. 13. *And be it further ordained*, That neither the series of Bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or as shall be approved by the Board of Finance in the Resolution taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Maryland Constitution or any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability on the part of the City. Each series of Bonds, and the interest and premium (if any) thereon, shall be limited obligations of the City, the principal of and interest and premium (if any) on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by

the respective Borrower on account of the Loan related to each separate series of Bonds and, to the extent provided by the Board of Finance in the Resolution applicable to each such series, from the proceeds of Bonds, and from any other moneys made available to the City for such purpose. The proceeds of each series of Bonds and the payments to be made by respective Borrowers pursuant to the Loan Agreement applicable to each such series will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board of Finance in the Resolution applicable to each such series. No such moneys will be commingled with the City's Funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of each series of Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of each series of Bonds by those who shall hold such Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment applicable to each such series to be approved by the Board of Finance shall, set aside and pledge the income and revenue under the Loan Agreement applicable to each such series (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into related to such series of Bonds, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on such Bonds. Pursuant to the terms of the Loan Agreement applicable to each such series to be approved by the Board of Finance in the Resolution applicable to each such series, payment sufficient for the prompt payment when due of the principal of, premium (if any) and interest on the Bonds of such series are to be paid by the Borrower related to such series to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, for the account of the City and deposited in a special account created by the City under the Trust Agreement or the Assignment and

such payments and the moneys from time to time on deposit in such special account shall be assigned by the City to the Trustee under the Trust Agreement or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, as provided in the Assignment all as applicable to each such series of Bonds authorized hereunder.

SEC. 15. *And be it further ordained*, That pursuant to the Enabling Law, the Bonds and their transfer, and the principal and interest payable thereon (including any profit made in the sale thereof) shall be and remain exempt from any and all state, county and municipal taxation in the State of Maryland.

SEC. 16. *And be it further ordained*, That each of the Borrowers shall agree that:

(a) It will submit any plans and specifications for the acquisition, construction and equipping of each of the Projects to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 17. *And be it further ordained*, That the Board of Finance is hereby authorized and empowered to adopt resolutions from time to time to supplement the Resolution applicable to each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series, the Trust Agreement (or the Assignment), the Loan Agreement and the other documents applicable to such series to be approved by the Board of Finance in the Resolution applicable to such series provided that each such supplemental resolution and each such supplement, amendment or substitution shall be in accord with the provisions of the En-

abling Law and this Ordinance. Such supplements, amendments and substitutions may include, without limitation, an alteration in the rate or rates of interest payable on Bonds applicable to each series of Bonds and the Loan related thereto, and adjustment in the terms of payment of such Bonds and such Loan and, within the limits authorized by this Ordinance, the issuance of one or more additional series of bonds. (If the supplemental resolution provides for the issuance of an additional series of bonds, it shall be deemed to be part of the Resolution applicable to that series for the purposes of this Ordinance to the extent applicable.) All such supplements, amendments and substitutions and all documents necessary to effectuate such supplements, amendment and substitutions shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual signature (or such other officer as the Mayor shall lawfully appoint for the purpose), and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on any of such amendments, substitutions or other documents shall cease to be such officer before the delivery thereof, such signature, or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in any such supplemental resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 18. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legis-

lative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 19. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 500

(Council No. 879)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOLABIRD INDUSTRIAL PARK FOREIGN TRADE
ZONE PROJECTS

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time, a number of series of its industrial development revenue bonds, as limited obligations of the City and not upon its full faith and credit, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Foreign Trade Zone Projects) Series _____" the aggregate principal amount of such Bonds not to exceed \$25,000,000 pursuant to the provisions of Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the acquisition, by lease or purchase, of sub-divided parcels of land (collectively the "Lots" or individually a "Lot") located in that certain tract of land, containing 20 acres, more or less, on Holabird Avenue in Baltimore City and known as the "HOLA-

bird Industrial Park Foreign Trade Zone", as shown on that certain such subdivision plat captioned "Final Subdivision of Section 1 Holabird Industrial Park Foreign Trade Zone" dated July 16, 1979 and recorded or intended to be recorded among the Plat Records of Baltimore City (the "Foreign Trade Zone"), and the construction on the Lots, and equipping, of several industrial buildings for use by a number of industrial concerns, which shall be the Baltimore Economic Development Corporation (BEDCO), or one or more wholly owned subsidiaries of BEDCO, or one or more corporations, partnerships or other business entities as designated by BEDCO and approved by the Board of Finance of the City (collectively the "Industrial Concerns" or individually, an "Industrial Concern"), in light manufacturing, processing and assembling of goods for import or export from the United States (the Lots and the industrial buildings to be constructed thereon and equipment being collectively called the "Projects" and individually called a "Project"), the proceeds of each series of the bonds or of one or more of such series to be used to finance the costs of one or more of the Projects; authorizing the City to accept the letter of intent of BEDCO dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance and delivery of any series of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City (a) shall prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such series of bonds, and (b) do any and all things necessary, proper and expedient in connection with the issuance and sale of such series of bonds; authorizing the private (negotiated) sale of such series of bonds; providing that the Industrial Concern which is to be the user of the Project to be financed by such series of bonds shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with such acquisition, equipping and construction; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such series of bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law") empowers the City to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include (a) the relief of conditions of unemployment in Baltimore City, (b) promoting the health, welfare and safety of the residents of Baltimore City, and (c) promoting commercial and economic development in Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from BEDCO, on behalf of itself and all of the other Industrial Concerns (collectively the "Borrowers" or individually with respect to any series of the Bonds, a "Borrower"), pursuant to which the Borrowers have requested the City to participate in the financing of the costs of the acquisition, by lease or purchase, construction and equipping of one or more of the Projects by issuance and sale by the City of a number of series of its industrial development revenue bonds the aggregate principal amount of all such series not to exceed \$25,000,000 and by loaning the proceeds of each series of the revenue bonds to one of the Borrowers, upon the terms and conditions of a loan agreement to be entered into between the City and such Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

Each of the Projects will consist of the acquisition, by lease or purchase, of one or more of the Lots and the construction and equipping thereon of an industrial building for use by one or more of the Borrowers. More specifically, the proceeds of each series of the bonds will be used to finance the costs of (a) the acquisition, by lease or purchase, of one or more of the Lots, (b) acquisition, construction and equipping thereon of a building, and (c) paying the costs of issuance of such series of the bonds, including the expense of engraving and printing the bonds, the official statement and other legal documents related thereto, advertising, legal and accounting fees and all other incidental expenses connected therewith.

The Loan Agreement will require the Borrower (a) to use the proceeds of the corresponding series of the bonds solely to finance the Project related thereto, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium (if any) on the series of the bonds when and as the same shall become due and payable.

As security for each series of the bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board of Finance") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns (among other things), (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all collateral referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for that series of the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the series of revenue bonds and which the Board of Finance shall approve by a resolution (the

“Resolution”) to be adopted by the Board of Finance prior to the issuance, sale and delivery of each series of the bonds.

Each series of the bonds will be sold at a private (negotiated) sale.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the series of revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to each of the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects will facilitate, enable and expedite the acquisition, construction and equipping of the Projects by the Borrowers.

(2) The approval of a Borrower other than BEDCO or one or more wholly owned subsidiaries of BEDCO by the Board of Finance for a specific Project will permit a diversification of development opportunities in the City and the formation of the most efficient form of development entity with respect to each Project.

(3) The acquisition, construction, and equipping of each of the Projects by the respective Borrowers and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in Baltimore City, thus relieving conditions of unemployment in Baltimore City; (b) promoting the health, welfare and safety of the residents of Baltimore City; and (c) promoting commercial and economic development in Baltimore City.

(4) Neither the series of revenue bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City.

Each series of revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of each of the Loans and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds of each series will be paid directly to the Trustee or the Project Fund Trustee for such series to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment, either of which to be approved by the Board of Finance in the Resolution applicable to such series. Payments of the principal of, any premium (if any) and interest on, each of the Loans will be paid by the respective Borrowers directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board of Finance in the Resolution applicable to such series. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The transactions authorized hereunder shall in no event constitute capital projects within the meaning of any charter or statutory provisions. The public purposes expressed in the Enabling Law are to be achieved by facilitating, enabling and expediting the acquisition, construction and equipping of each of the Projects by the respective Borrowers.

(5) The City will acquire no interest in any of the Projects other than (a) any general interest in a Borrower's property shared by all holders of that Borrower's obligations which rank and are secured equally with that Borrower's obligations pursuant to the Loan Agreement applicable to such series of Bonds, (b) any lien and security interest created by the Loan Agreement applicable to each series of revenue bonds, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for one of the Loans or the revenue bonds as the Board of Finance may provide for and approve in the

Resolution applicable to each series of revenue bonds. The security for each series of revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligation of the respective Borrower to make the payments required by the Loan Agreement applicable to such series of revenue bonds, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement applicable to such series of revenue bonds and of any other lien and security interest created with respect to any property as security for the Loan applicable to such series of revenue bonds or as security for the revenue bonds of such series, as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue bonds and (c) moneys realized from any guaranty of the series of revenue bonds or of the Loan as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue Bonds.

(6) Each of the Borrowers shall covenant and agree in the Loan Agreement applicable to the respective series of bonds to properly operate and maintain the Project funded thereby during the time any of the revenue bonds of such series are outstanding. Such covenant and agreement shall include a specific undertaking by the Borrower to make all replacements and repairs on the Project funded thereby necessary to insure that the security for such revenue bonds shall not be impaired.

(7) The best interests of the City will be served by selling each of the series of revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board of Finance in the Resolution applicable to each such series.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, as limited obligations of the City and not upon its full faith and credit, a number of series of its "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Foreign Trade Zone Projects) Series _____" in the aggregate principal amount not to exceed \$25,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of each series of the Bonds will be loaned to one or more of the Borrowers pursuant to the terms and provisions of a Loan Agreement applicable to the respective

series of bonds to be used by the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by each of the respective Borrowers pursuant to the Loan Agreement applicable to that series of Bonds and from any other moneys made available to the City for such purpose. The security for each series of Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the binding commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the binding commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Foreign Trade Zone Projects) Series ———", provided, that the descriptive title may contain such other descriptive information as the Board of Finance may prescribe in the Resolution applicable to such series (e.g. "—— Series A", or "—— Series" or a designation identifying the particular Project or Borrower). Each series of Bonds shall bear interest at the rate or rates of interest to be determined by negotiations with the Original Purchaser or Purchasers of the Bonds and to be approved and prescribed by the Board of Finance in the Resolution applicable to each such series.

SEC. 5. *And be it further ordained*, That the definitive Bonds of each series, which may be engraved, printed or typewritten, including the Trustee's Certification of Authentication to be endorsed thereon (if the Trust Agreement is entered into), shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance may approve in the Resolution applicable to each such series.

SEC. 6. *And be it further ordained,* That the Bonds of each series shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment applicable to each series of Bonds and, where applicable, all other documents as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of each series of Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City (or such other officer as the Mayor shall lawfully designate for the purpose) by his manual signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on such Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of any such Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in the Resolution applicable to such series of Bonds to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained,* That the Bonds shall be executed, issued and delivered at any time or from time to time in one or more series and in such amounts as the Board of Finance shall prescribe in the Resolution applicable to each series of Bonds. The Board of Finance is hereby authorized to prepare a financial plan for the financing of the Holabird Industrial Park Foreign Trade Zone Projects providing for the allocation and use of the several series of Bonds among the Projects. Said Board is further authorized to retain Bond Counsel to the City and to retain such financial advisors as it shall deem appropriate to review the

aforesaid financial plan provided that provision is made for the costs of such Counsel and financial advisors to be paid for out of the revenues from the Loan Agreements applicable to the Projects.

SEC. 8. *And be it further ordained*, That each series of Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places as the Board of Finance shall prescribe in the Resolution applicable to each series of the Bonds.

SEC. 9. *And be it further ordained*, That the Bonds of each such series may be subject to redemption prior to their stated maturities upon such other terms and conditions as the Board of Finance shall prescribe in the Resolution applicable to each such series.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of each series of Bonds, the Board of Finance shall adopt the Resolution pursuant to which the Board of Finance shall:

(a) upon the recommendation of BEDCO, approve the Borrower or Borrowers with respect to the Project to be funded by such series if said Borrower is to be other than BEDCO or one or more wholly owned subsidiaries of BEDCO;

(b) prescribe the form, tenor, terms, provisions and conditions of and security for that series of Bonds;

(c) prescribe the actual amounts, rate or rates of interest, denominations, date, actual maturity or maturities (within the limits herein prescribed), and the place or places of payment of such series of Bonds, and the terms and conditions and details under which such series of Bonds may be called for redemption prior to their stated maturities;

(d) appoint a bank having trust powers, or a trust company, as Trustee or, of the Assignment is entered into, Project Fund Trustee, for such series of Bonds and appoint a paying agent or agents for such series of Bonds, which may be the Trustee or Project Fund Trustee;

(e) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) a Loan Agreement, (ii) a Trust Agreement or an Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board of Finance shall deem necessary in order to effectuate the issuance, sale and delivery of such series of Bonds;

(f) determine the time of execution, issuance, sale and delivery of such series of Bonds and prescribe any and all other details of such series of Bonds;

(g) provide for the direct payment by the respective Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of that series of Bonds, including (without limitation) costs of printing (if any) and issuing such Bonds, legal expenses (including the fees of Bond Counsel) and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(h) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(i) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of such series of Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment applicable to each series of Bonds shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance shall approve in the Resolution applicable to such series of Bonds.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, each series of Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board of Finance in the Resolution applicable to that series of Bonds.

SEC. 13. *And be it further ordained,* That neither the series of Bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Maryland Constitution or any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability on the part of the City. Each series of Bonds, and the interest and premium (if any) thereon, shall be limited obligations of the City, the principal of and interest and premium (if any) on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of the Loan related to each separate series of Bonds and, to the extent provided by the Board of Finance in the Resolution applicable to each such series, from the proceeds of Bonds, and from any other moneys made available to the City for such purpose. The proceeds of each series of Bonds and the payments to be made by respective Borrowers pursuant to the Loan Agreement applicable to each such series will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board of Finance in the Resolution applicable to each such series. No such moneys will be commingled with the City's Funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of each series of Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained,* That in consideration of the purchase and acceptance of each series of Bonds by those who shall hold such Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment applicable to each such series to be approved by the Board of Finance shall, set aside and pledge the income and revenue under the Loan Agreement applicable to each such series (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the

Assignment is entered into related to such series of Bonds, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on such Bonds. Pursuant to the terms of the Loan Agreement applicable to each such series to be approved by the Board of Finance in the Resolution applicable to each such series, payments sufficient for the prompt payment when due of the principal of, premium (if any) and interest on the Bonds of such series are to be paid by the Borrower related to such series to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, for the account of the City and deposited in a special account created by the City under the Trust Agreement or the Assignment and such payments and the moneys from time to time on deposit in such special account shall be assigned by the City to the Trustee under the Trust Agreement or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, as provided in the Assignment all as applicable to each such series of Bonds authorized hereunder.

SEC. 15. *And be it further ordained*, That pursuant to the Enabling Law, the Bonds and their transfer, and the principal and interest payable thereon (including any profit made in the sale thereof) shall be and remain exempt from any and all state, county and municipal taxation in the State of Maryland.

SEC. 16. *And be it further ordained*, That each of the Borrowers shall agree that:

(a) It will submit any plans and specifications for the acquisition, construction and equipping of each of the Projects to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 17. *And be it further ordained,* That the Board of Finance is hereby authorized and empowered to adopt resolutions from time to time to supplement the Resolution applicable to each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series, the Trust Agreement (or the Assignment), the Loan Agreement and the other documents applicable to such series to be approved by the Board of Finance in the Resolution applicable to such series provided that each such supplemental resolution and each such supplement, amendment or substitution shall be in accord with the provisions of the Enabling Law and this Ordinance. Such supplements, amendments and substitutions may include, without limitation, an alteration in the rate or rates of interest payable on Bonds applicable to each series of Bonds and the Loan related thereto, an adjustment in the terms of payment of such Bonds and such Loan and, within the limits authorized by this Ordinance, the issuance of one or more additional series of bonds. (If the supplemental resolution provides for the issuance of an additional series of bonds, it shall be deemed to be part of the Resolution applicable to that series for the purposes of this Ordinance to the extent applicable.) All such supplements, amendments and substitutions and all documents necessary to effectuate such supplements, amendments and substitutions shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual signature (or such other officer as the Mayor shall lawfully appoint for the purpose), and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on any such amendments, substitutions or other documents shall cease to be such officer before the delivery thereof, such signature, or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates

as the Board of Finance may determine in any such supplemental resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 18. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 19. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 501

(Council No. 880)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
HOLABIRD INDUSTRIAL PARK PROJECTS

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time, a number of series of its industrial development revenue bonds, as limited obligations of the City and not upon its full faith and credit, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Project) Series ————" the aggregate

principal amount of such bonds not to exceed \$75,000,000 pursuant to the provisions of Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the acquisition, by lease or purchase, of subdivided parcels of land (collectively the "Lots" or individually a "Lot") located in that certain tract of land, containing 80 acres, more or less, on Holabird and Dundalk Avenues in Baltimore City and known as "Holabird Industrial Park", as shown on that certain subdivision plat captioned "Final Subdivision Plan Holabird Industrial Park" dated October 24, 1978 and recorded among the Land Records of Baltimore City in Pocket Folder W. A. 2641 on April 25, 1979 (the "Holabird Industrial Park"), and the construction on the Lots, and equipping, of several industrial buildings for use by a number of industrial concerns, which shall be the Baltimore Economic Development Corporation (BEDCO), or one or more wholly owned subsidiaries of BEDCO, or one or more corporations, partnerships or other business entities as designated by BEDCO and approved by the Board of Finance of the City (collectively the "Industrial Concerns" or individually, an "Industrial Concern"), in general industrial activities including manufacturing, distributing and the delivery of business services (the Lots and the industrial buildings to be constructed thereon and equipment being collectively called the "Projects" and individually called a "Project"), the proceeds of each series of the bonds or of one or more such series to be used to finance the costs of one or more of the Projects; authorizing the City to accept the letter of intent of BEDCO dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance and delivery of any series of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City (a) shall prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such series of bonds, and (b) do any and all things necessary, proper and expedient in connection with the issuance and sale of such series of bonds; authorizing the private (negotiated) sale of such series of bonds; providing that the Industrial Concern

which is to be the user of the Project to be financed by such series of bonds shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with such acquisition, equipping and construction; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such series of bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law") empowers the City to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include (a) the relief of conditions of unemployment in Baltimore City, (b) promoting the health, welfare and safety of the residents of Baltimore City, and (c) promoting commercial and economic development in Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from BEDCO, on behalf of itself and all of the other Industrial Concerns (collectively the "Borrowers" or individually with respect to any series of the Bonds, a "Borrower"), pursuant to which the Borrowers have requested the City to participate in the financing of the costs of the acquisition, by lease or purchase, construction and equipping of one or more of the Projects by issuance and sale by the City of a number of series of its industrial development revenue bonds the aggregate principal amount of all such series not to exceed \$75,000,000 and by loaning the proceeds of each series of the revenue bonds to one of the Borrowers, upon the terms and conditions of a loan agreement to be entered into between the City and such Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

Each of the Projects will consist of the acquisition, by lease or purchase, of one or more of the Lots and the construction and equipping thereon of an industrial

building for use by one or more of the Borrowers. More specifically, the proceeds of each series of the bonds will be used to finance the costs of (a) the acquisition, by lease or purchase, of one or more of the Lots, (b) acquisition, construction and equipping thereon of a building, and (c) paying the costs of issuance of such series of the bonds, including the expense of engraving and printing the bonds, the official statement and other legal documents related thereto, advertising, legal and accounting fees and all other incidental expenses connected therewith.

The Loan Agreement will require the Borrower (a) to use the proceeds of the corresponding series of the bonds solely to finance the Project related thereto, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium (if any) on the series of the bonds when and as the same shall become due and payable.

As security for each series of the bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board of Finance") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns (among other things), (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all collateral referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or

transferred, as and for additional security for that series of the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the series of revenue bonds and which the Board of Finance shall approve by a resolution (the "Resolution") to be adopted by the Board of Finance prior to the issuance, sale and delivery of each series of the bonds.

Each series of the bonds will be sold at a private (negotiated) sale.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the series of revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to each of the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects will facilitate, enable and expedite the acquisition, construction and equipping of the Projects by the Borrowers.

(2) The approval of a Borrower other than BEDCO or one or more wholly owned subsidiaries of BEDCO by the Board of Finance for a specific Project will permit a diversification of development opportunities in the City and the formation of the most efficient form of development entity with respect to each Project.

(3) The acquisition, construction, and equipping of each of the Projects by the respective Borrowers and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in Baltimore City, thus relieving conditions of unemployment in Baltimore City; (b) promoting the health, welfare and safety of the residents of Baltimore City; and (c) promoting commercial and economic development in Baltimore City.

(4) Neither the series of revenue bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City. Each series of revenue bonds and the interest thereon shall be limited obligations of the City, repayable to the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of each of the Loans and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds of each series will be paid directly to the Trustee or the Project Fund Trustee for such series to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment, either of which to be approved by the Board of Finance in the Resolution applicable to such series. Payments of the principal of, any premium (if any) and interest on, each of the Loans will be paid by the respective Borrowers directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board of Finance in the Resolution applicable to such series. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The transactions authorized hereunder shall in no event constitute capital projects within the meaning of any charter or statutory provisions. The public purposes expressed in the Enabling Law are to be achieved by facilitating, enabling and expediting the acquisition, construction and equipping of each of the Projects by the respective Borrowers.

(5) The City will acquire no interest in any of the Projects other than (a) any general interest in a Borrower's property shared by all holders of that Borrower's obliga-

tions which rank and are secured equally with that Borrower's obligations pursuant to the Loan Agreement applicable to such series of Bonds, (b) any lien and security interest created by the Loan Agreement applicable to each series of revenue bonds, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for one of the Loans or the revenue bonds as the Board of Finance may provide for and approve in the Resolution applicable to each series of revenue bonds. The security for each series of revenue bonds shall be solely and exclusively (a) the absolute irrevocable and unconditional obligation of the respective Borrower to make the payments required by the Loan Agreement applicable to such series of revenue bonds, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement applicable to such series of revenue bonds and of any other lien and security interest created with respect to any property as security for the Loan applicable to such series of revenue bonds or as security for the revenue bonds of such series, as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue bonds and (c) moneys realized from any guaranty of the series of revenue bonds or of the Loan as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue Bonds.

(6) Each of the Borrowers shall covenant and agree in the Loan Agreement applicable to the respective series of bonds to properly operate and maintain the Project funded thereby during the time any of the revenue bonds of such series are outstanding. Such covenant and agreement shall include a specific undertaking by the Borrower to make all replacements and repairs on the Project funded thereby necessary to insure that the security for such revenue bonds shall not be impaired.

(7) The best interests of the City will be served by selling each of the series of revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board of Finance in the Resolution applicable to each series.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, as lim-

ited obligations of the City and not upon its full faith and credit, a number of series of its "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Projects) Series _____" in the aggregate principal amount not to exceed \$75,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of each series of the Bonds will be loaned to one or more of the Borrowers pursuant to the terms and provisions of a Loan Agreement applicable to the respective series of bonds to be used by the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by each of the respective Borrowers pursuant to the Loan Agreement applicable to that series of Bonds and from any other moneys made available to the City for such purpose. The security for each series of Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the binding commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the binding commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Holabird Industrial Park Projects) Series _____", provided, that the descriptive title may contain such other descriptive information as the Board of Finance may prescribe in the Resolution applicable to such series (e.g. "____ Series A", or "____ Series" or a designation identifying the particular Project or Borrower). Each series of Bonds shall bear interest at the rate or rates of interest to be determined by negotiations with the Original Purchaser or Purchasers of the Bonds and to be approved and prescribed by the Board of Finance in the Resolution applicable to each such series.

SEC. 5. *And be it further ordained*, That the definitive Bonds of each series, which may be engraved, printed or

typewritten, including the Trustee's Certificate of Authentication to be endorsed thereon (if the Trust Agreement is entered into), shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance may approve in the Resolution applicable to each such series.

SEC. 6. *And be it further ordained*, That the Bonds of each series shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal; by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment applicable to each series of Bonds and, where applicable, all other documents as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of each series of Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City (or such other officer as the Mayor shall lawfully designate for the purpose) by his manual signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on such Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of any such Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in the Resolution applicable to such series of Bonds to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time in one or more series and in such amounts as the

Board of Finance shall prescribe in the Resolution applicable to each series of Bonds. The Board of Finance is hereby authorized to prepare a financial plan for the financing of the Holabird Industrial Park Projects providing for the allocation and use of the several series of Bonds among the Projects. Said Board is further authorized to retain Bond Counsel to the City and to retain such financial advisors as it shall deem appropriate to review the aforesaid financial plan provided that provision is made for the costs of such Counsel and financial advisors to be paid for out of the revenues from the Loan Agreements applicable to the Projects.

SEC. 8. *And be it further ordained*, That each series of Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places as the Board of Finance shall prescribe in the Resolution applicable to each series of the Bonds.

SEC. 9. *And be it further ordained*, That the Bonds of each such series may be subject to redemption prior to their stated maturities upon such other terms and conditions as the Board of Finance shall prescribe in the Resolution applicable to each such series.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of each series of Bonds, the Board of Finance shall adopt the Resolution pursuant to which the Board of Finance shall:

(a) upon the recommendation of BEDCO, approve the Borrower or Borrowers with respect to the Project to be funded by such series if said Borrower is to be other than BEDCO or one or more wholly owned subsidiaries of BEDCO;

(b) prescribe the form, tenor, terms, provisions and conditions of and security for that series of Bonds;

(c) prescribe the actual amounts, rate or rates of interest, denominations, date, actual maturity or maturities (within the limits herein prescribed), and the place or places of payment of such series of Bonds, and the terms

and conditions and details under which such series of Bonds may be called for redemption prior to their stated maturities;

(d) appoint a bank having trust powers, or a trust company, as Trustee or, if the Assignment is entered into, Project Fund Trustee, for such series of Bonds and appoint a paying agent or agents for such series of Bonds, which may be the Trustee or Project Fund Trustee;

(e) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) a Loan Agreement, (ii) a Trust Agreement or an Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board of Finance shall deem necessary in order to effectuate the issuance, sale and delivery of such series of Bonds;

(f) determine the time of execution, issuance, sale and delivery of such series of Bonds and prescribe any and all other details of such series of Bonds;

(g) provide for the direct payment by the respective Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of that series of Bonds, including (without limitation) costs of printing (if any) and issuing such Bonds, legal expenses (including the fees of Bond Counsel) and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(h) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(i) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of such series of Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment applica-

ble to each series of Bonds shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance shall approve in the Resolution applicable to such series of Bonds.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, each series of Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board of Finance in the Resolution applicable to that series of Bonds.

SEC. 13. *And be it further ordained*, That neither the series of Bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Maryland Constitution or any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability on the part of the City. Each series of Bonds, and the interest and premium (if any) thereon, shall be limited obligations of the City, the principal of and interest and premium (if any) on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of the Loan related to each separate series of Bonds and, to the extent provided by the Board of Finance in the Resolution applicable to each such series, from the proceeds of Bonds, and from any other moneys made available to the City for such purpose. The proceeds of each series of Bonds and the payments to be made by respective Borrowers pursuant to the Loan Agreement applicable to each such series will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board of Finance in the Resolution applicable to each such series. No such moneys will be commingled with the City's Funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of each series of Bonds are used

to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of each series of Bonds by those who shall hold such Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment applicable to each such series to be approved by the Board of Finance shall, set aside and pledge the income and revenue under the Loan Agreement applicable to each such series (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into related to such series of Bonds, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on such Bonds. Pursuant to the terms of the Loan Agreement applicable to each such series to be approved by the Board of Finance in the Resolution applicable to each such series payments sufficient for the prompt payment when due of the principal of, premium (if any) and interest on the Bonds of such series are to be paid by the Borrower related to such series to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, for the account of the City and deposited in a special account created by the City under the Trust Agreement or the Assignment and such payments and the moneys from time to time on deposit in such special account shall be assigned by the City to the Trustee under the Trust Agreement or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, as provided in the Assignment all as applicable to each such series of Bonds authorized hereunder.

SEC. 15. *And be it further ordained*, That pursuant to the Enabling Law, the Bonds and their transfer, and the principal and interest payable thereon (including any profit made in the sale thereof) shall be and remain exempt from any and all state, county and municipal taxation in the State of Maryland.

SEC. 16. *And be it further ordained*, That each of the Borrowers shall agree that:

(a) It will submit any plans and specifications for the acquisition, construction and equipping of each of the Projects to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 17. *And be it further ordained*, That the Board of Finance is hereby authorized and empowered to adopt resolutions from time to time to supplement the Resolution applicable to each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series, the Trust Agreement (or the Assignment), the Loan Agreement and the other documents applicable to such series to be approved by the Board of Finance in the Resolution applicable to such series provided that each such supplemental resolution and each such supplement, amendment or substitution shall be in accord with the provisions of the Enabling Law and this Ordinance. Such supplements, amendments and substitution may include, without limitation, an alteration in the rate or rates of interest payable on Bonds applicable to each series of Bonds and the Loan related thereto, an adjustment in the terms of payment of such Bonds and such Loan and, within the limits authorized by this Ordinance, the issuance of one or more additional series of bonds. (If the supplemental resolution provides for the issuance of an additional series of bonds, it shall be deemed to be part of the Resolution applicable to that series for the purposes of this Ordinance to the extent applicable.) All such supplements, amendments and substitutions and all documents necessary to effectuate such supplements, amendments and substitutions shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual signature (or such other officer as the Mayor shall lawfully appoint for the purpose), and the corporate seal of the City or a

facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on any of such amendments, substitutions or other documents shall cease to be such officer before the delivery thereof, such signature, or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in any such supplemental resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 18. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 19. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 502

(Council No. 881)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
SETON BUSINESS PARK PROJECTS

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time, a number of series of its industrial development revenue bonds, as limited obligations of the City and not upon its full faith and credit, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Seton Business Park Projects) Series ——" the aggregate principal amount of such Bonds not to exceed \$125,000,000 pursuant to the provisions of Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the acquisition, by lease or purchase, of subdivided parcels of land (collectively the "Lots" or individually a "Lot") located in that certain tract of land, containing 80 acres, more or less, on Northern Parkway in Baltimore City known as "Seton Business Park", and described in a certain deed, referred to in the Letter of Intent (as herein defined), recorded among the Land Records of Baltimore City in Book W.A. 3997, folio 492 (the "Seton Business Park"), and the construction on the Lots, and equipping, of several industrial buildings for use by a number of industrial concerns, which shall be the Baltimore Economic Development Corporation (BEDCO), or one or more wholly owned subsidiaries of BEDCO, or one or more corporations, partnerships or other business entities as designated by BEDCO and approved by the Board of Finance of the City (collectively the "Industrial Concerns" or individually, an "Industrial Concern"), in science and technology-related industries, manufacturing, research and product development activities related thereto (the Lots and the industrial buildings to be constructed thereon and equipment being collectively called the "Projects" and individually called a "Project"), the proceeds of each series of the bonds or of one or more of such series to be used to finance the costs of one or more

of the Projects; authorizing the City to accept the letter of intent of BEDCO dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance and delivery of any series of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City (a) shall prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such series of bonds, and (b) do any and all things necessary, proper and expedient in connection with the issuance and sale of such series of bonds; authorizing the private (negotiated) sale of such series of bonds; providing that the Industrial Concern which is to be the user of the Project to be financed by such series of bonds shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with such acquisition, equipping and construction; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such series of bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law") empowers the City to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include (a) the relief of conditions of unemployment in Baltimore City, (b) promoting the health, welfare and safety of the residents of Baltimore City, and (c) promoting commercial and economic development in Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from BEDCO, on behalf of itself and all of the other Industrial Concerns (collectively the "Borrowers" or individually with respect to any series of the Bonds, a "Borrower"), pursuant to which the Borrowers have requested the City to participate in the

financing of the costs of the acquisition, by lease or purchase, construction and equipping of one or more of the Projects by issuance and sale by the City of a number of series of its industrial development revenue bonds the aggregate principal amount of all such series not to exceed \$125,000,000 and by loaning the proceeds of each series of the revenue bonds to one of the Borrowers, upon the terms and conditions of a loan agreement to be entered into between the City and such Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

Each of the Projects will consist of the acquisition, by lease or purchase, of one or more of the Lots and the construction and equipping thereon of an industrial building for use by one or more of the Borrowers. More specifically, the proceeds of each series of the bonds will be used to finance the costs of (a) the acquisition, by lease or purchase, of one or more of the Lots, (b) acquisition, construction and equipping thereon of a building, and (c) paying the costs of issuance of such series of the bonds, including the expense of engraving and printing the bonds, the official statement and other legal documents related thereto, advertising, legal and accounting fees and all other incidental expenses connected therewith.

The Loan Agreement will require the Borrower (a) to use the proceeds of the corresponding series of the bonds solely to finance the Project related thereto, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium (if any) on the series of the bonds when and as the same shall become due and payable.

As security for each series of the bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board of Finance") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original

Purchaser, its successors and assigns (among other things), (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all collateral referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for that series of the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the series of revenue bonds and which the Board of Finance shall approve by a resolution (the "Resolution") to be adopted by the Board of Finance prior to the issuance, sale and delivery of each series of the bonds.

Each series of the bonds will be sold at a private (negotiated) sale.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the series of revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to each of the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects will facilitate, enable and expedite the acquisition, construction and equipping of the Projects by the Borrowers.

(2) The approval of a Borrower other than BEDCO or one or more wholly owned subsidiaries of BEDCO by the

Board of Finance for a specific Project will permit a diversification of development opportunities in the City and the formation of the most efficient form of development entity with respect to each Project.

(3) The acquisition, construction, and equipping of each of the Projects by the respective Borrowers and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining and increasing jobs and employment in Baltimore City, thus relieving conditions of unemployment in Baltimore City; (b) promoting the health, welfare and safety of the residents of Baltimore City; and (c) promoting commercial and economic development in Baltimore City.

(4) Neither the series of revenue bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City. Each series of revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of each of the Loans and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds of each series will be paid directly to the Trustee or the Project Fund Trustee for such series to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment, either of which to be approved by the Board of Finance in the Resolution applicable to such series. Payments of the principal of, any premium (if any) and interest on, each of the Loans will be paid by the respective Borrowers directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board of Finance in the Resolution applicable to such series. No such moneys will be commingled with the City's funds or will be subject to the

absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The transactions authorized hereunder shall in no event constitute capital projects within the meaning of any charter or statutory provisions. The public purposes expressed in the Enabling Law are to be achieved by facilitating, enabling and expediting the acquisition, construction and equipping of each of the Projects by the respective Borrowers.

(5) The City will acquire no interest in any of the Projects other than (a) any general interest in a Borrower's property shared by all holders of that Borrower's obligations which rank and are secured equally with that Borrower's obligations pursuant to the Loan Agreement applicable to such series of Bonds, (b) any lien and security interest created by the Loan Agreement applicable to each series of revenue bonds, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for one of the Loans or the revenue bonds as the Board of Finance may provide for and approve in the Resolution applicable to each series of revenue bonds. The security for each series of revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligation of the respective Borrower to make the payments required by the Loan Agreement applicable to such series of revenue bonds, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement applicable to such series of revenue bonds and of any other lien and security interest created with respect to any property as security for the Loan applicable to such series of revenue bonds or as security for the revenue bonds of such series, as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue bonds and (c) moneys realized from any guaranty of the series of revenue bonds or of the Loan as the Board of Finance may provide for and approve in the Resolution applicable to such series of revenue Bonds.

(6) Each of the Borrowers shall covenant and agree in the Loan Agreement applicable to the respective series of bonds to properly operate and maintain the Project funded

thereby during the time any of the revenue bonds of such series are outstanding. Such covenant and agreement shall include a specific undertaking by the Borrower to make all replacements and repairs on the Project funded thereby necessary to insure that the security for such revenue bonds shall not be impaired.

(7) The best interests of the City will be served by selling each of the series of revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board of Finance in the Resolution applicable to each such series.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, as limited obligations of the City and not upon its full faith and credit, a number of series of its "Baltimore City, Maryland Industrial Development Revenue Bonds (Seton Business Park Projects) Series ——" in the aggregate principal amount not to exceed \$125,000,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of each series of the Bonds will be loaned to one or more of the Borrowers pursuant to the terms and provisions of a Loan Agreement applicable to the respective series of bonds to be used by the respective Borrowers for the sole and exclusive purpose of financing the costs of one or more of the Projects. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by each of the respective Borrowers pursuant to the Loan Agreement applicable to that series of Bonds and from any other moneys made available to the City for such purpose. The security for each series of Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the binding commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the binding commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Seton Business Park Projects) Series —," provided, that the descriptive title may contain such other descriptive information as the Board of Finance may prescribe in the Resolution applicable to such series (e.g. "—— Series A", or "—— Series" or a designation identifying the particular Project or Borrower). Each series of Bonds shall bear interest at the rate or rates of interest to be determined by negotiations with the Original Purchaser or Purchasers of the Bonds and to be approved and prescribed by the Board of Finance in the Resolution applicable to each such series.

SEC. 5. *And be it further ordained*, That the definitive Bonds of each series, which may be engraved, printed or typewritten, including the Trustee's Certificate of Authentication to be endorsed thereon (if the Trust Agreement is entered into), shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance may approve in the Resolution applicable to each such series.

SEC. 6. *And be it further ordained*, That the Bonds of each series shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment applicable to each series of Bonds and, where applicable, all other documents as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of each series of Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City (or such other officer as the Mayor shall lawfully designate for the purpose) by his manual signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on such Bonds or any of the aforesaid documents shall cease to be such officer be-

fore the delivery of any such Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in the Resolution applicable to such series of Bonds to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time in one or more series and in such amounts as the Board of Finance shall prescribe in the Resolution applicable to each series of Bonds. The Board of Finance is hereby authorized to prepare a financial plan for the financing of the Seton Business Park Projects providing for the allocation and use of the several series of Bonds among the Projects. Said Board is further authorized to retain Bond Counsel to the City and to retain such financial advisors as it shall deem appropriate to review the aforesaid financial plan provided that provision is made for the costs of such Counsel and financial advisors to be paid for out of the revenues from the Loan Agreements applicable to the Projects.

SEC. 8. *And be it further ordained*, That each series of Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places as the Board of Finance shall prescribe in the Resolution applicable to each series of the Bonds.

SEC. 9. *And be it further ordained*, That the Bonds of each such series may be subject to redemption prior to their stated maturities upon such other terms and conditions as the Board of Finance shall prescribe in the Resolution applicable to each such series.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of each series of Bonds, the Board of Finance shall adopt the Resolution pursuant to which the Board of Finance shall:

(a) upon the recommendation of BEDCO, approve the Borrower or Borrowers with respect to the Project to be funded by such series if said Borrower is to be other than BEDCO or one or more wholly owned subsidiaries of BEDCO;

(b) prescribe the form, tenor, terms, provisions and conditions of and security for that series of Bonds;

(c) prescribe the actual amounts, rate or rates of interest, denominations, date, actual maturity or maturities (within the limits herein prescribed), and the place or places of payment of such series of Bonds, and the terms and conditions and details under which such series of Bonds may be called for redemption prior to their stated maturities;

(d) appoint a bank having trust powers, or a trust company, as Trustee or, if the Assignment is entered into, Project Fund Trustee, for such series of Bonds and appoint a paying agent or agents for such series of Bonds, which may be the Trustee or Project Fund Trustee;

(e) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) a Loan Agreement, (ii) a Trust Agreement or an Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board of Finance shall deem necessary in order to effectuate the issuance, sale and delivery of such series of Bonds;

(f) determine the time of execution, issuance, sale and delivery of such series of Bonds and prescribe any and all other details of such series of Bonds;

(g) provide for the direct payment by the respective Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of that series of Bonds, including (without limitation) costs of printing (if any) and issuing such Bonds, legal expenses (including the fees of Bond Counsel) and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(h) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appro-

priate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds ; and

(i) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of such series of Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment applicable to each series of Bonds shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance shall approve in the Resolution applicable to such series of Bonds.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, each series of Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board of Finance in the Resolution applicable to that series of Bonds.

SEC. 13. *And be it further ordained*, That neither the series of Bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Maryland Constitution or any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability on the part of the City. Each series of Bonds, and the interest and premium (if any) thereon, shall be limited obligations of the City, the principal of and interest and premium (if any) on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the respective Borrower on account of the Loan related to each separate series of Bonds and, to the extent provided by the Board of Finance in the Resolution applicable to each such series, from the proceeds of Bonds, and from any other moneys made available to the City for such purpose. The proceeds of each series of Bonds and the payments to be made by respective Borrowers pursuant to the Loan Agreement applicable to each such series

will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board of Finance in the Resolution applicable to each such series. No such moneys will be commingled with the City's Funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of each series of Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of each series of Bonds by those who shall hold such Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment applicable to each such series to be approved by the Board of Finance shall, set aside and pledge the income and revenue under the Loan Agreement applicable to each such series (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into related to such series of Bonds, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on such Bonds. Pursuant to the terms of the Loan Agreement applicable to each such series to be approved by the Board of Finance in the Resolution applicable to each such series, payments sufficient for the prompt payment when due of the principal of, premium (if any) and interest on the Bonds of such series are to be paid by the Borrower related to such series to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, for the account of the City and deposited in a special account created by the City under the Trust Agreement or the Assignment and such payments and the moneys from time to time on deposit in such special account shall be assigned by the City to the Trustee under the Trust Agreement or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, as provided in the Assignment all as applicable to each such series of Bonds authorized hereunder.

SEC. 15. *And be it further ordained*, That pursuant to the Enabling Law, the Bonds and their transfer, and the principal and interest payable thereon (including any profit made in the sale thereof) shall be and remain exempt from any and all state, county and municipal taxation in the State of Maryland.

SEC. 16. *And be it further ordained*, That each of the Borrowers shall agree that:

(a) It will submit any plans and specifications for the acquisition, construction and equipping of each of the Projects to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 17. *And be it further ordained*, That the Board of Finance is hereby authorized and empowered to adopt resolutions from time to time to supplement the Resolution applicable to each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series of Bonds and to approve by such resolutions, supplements or amendments to or substitutes for the Bonds of each series, the Trust Agreement (or the Assignment), the Loan Agreement and the other documents applicable to such series to be approved by the Board of Finance in the Resolution applicable to such series provided that each such supplemental resolution and each such supplement, amendment or substitution shall be in accord with the provisions of the Enabling Law and this Ordinance. Such supplements, amendments and substitutions may include, without limitation, an alteration in the rate or rates of interest payable on Bonds applicable to each series of Bonds and the Loan related thereto, an adjustment in the terms of payment of such Bonds and such Loan and, within the limits authorized by this Ordinance, the issuance of one or more additional series of bonds. (If the supplemental resolution provides for the issuance of an additional series of bonds, it shall be deemed to be part of the Resolu-

tion applicable to that series for the purposes of this Ordinance to the extent applicable.) All such supplements, amendments and substitutions and all documents necessary to effectuate such supplements, amendments and substitutions shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual signature (or such other officer as the Mayor shall lawfully appoint for the purpose), and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on any of such amendments, substitutions or other documents shall cease to be such officer before the delivery thereof, such signature, or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in any such supplemental resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 18. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 19. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 503

(Council No. 882)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — MARKET CENTER
DEVELOPMENT PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Market Center Development Project)" in an aggregate principal amount not exceeding \$15,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to Market Center Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor **AND CITY COUNCIL BY MAJORITY VOTE** as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of the certain commercial and retail facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Mary-

land, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those

provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$15,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds Market Center Development Project)" (the "Bonds") and to loan the proceeds of such Bonds to Market Center Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of office and commercial buildings located within the Retail District Urban Renewal Area of the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the

proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely

fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. And be it further ordained, that this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. And be it further ordained, that the issuance, sale and delivery of not exceeding \$15,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Market Center Development Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$15,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issu-

ance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Market Center Development Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be

issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. And be it further ordained, that, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds,

(ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. And be it further ordained, that, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such under-

writers or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) perform-

ing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. And be it further ordained, that, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of

revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation ordinance may be realized.

SEC. 7. And be it further ordained, that, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. And be it further ordained, that the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing

and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. And be it further ordained, that if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. And be it further ordained, that the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or

circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. And be it further ordained, that this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 504

(Council No. 883)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — CITY LOAN AND
GUARANTEE PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (City Loan and Guarantee Project)" in an aggregate principal amount not exceeding \$20,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to the Trustees for Loans and Guarantees by the Mayor and City Council of Baltimore or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain loan and guarantee facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the pub-

lic benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which

this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50)—Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$20,000,000 aggregate principal amount of its revenue bonds, herein-

after designated "Industrial Development Revenue Bonds City Loan and Guarantee Project)" (the "Bonds") and to loan the proceeds of such Bonds to the Trustees for Loans and Guarantees by the Mayor and City Council of Baltimore or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of commercial, residential or industrial facilities to be located in the City, including loans or guarantees relating to such facilities, in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions

of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee

or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, that this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, that the issuance sale and delivery of not exceeding \$20,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (City Loan and Guarantee Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$20,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (City Loan and Guarantee Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty

(30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, that, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, that, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective under-

writers for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver

the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, that, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, that, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, that the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, that if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any

requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, that the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, that this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 505

(Council No. 884)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — BALTIMORE CITY
MARKETS PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Baltimore City Markets Project)" in an aggregate principal amount not

exceeding \$20,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to Lexington Market, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain market facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined

by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety

of the residents of each of the counties and municipalities of the State.

Subsection (50)—Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) (“Subsection 50”) authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the “Enabling Legislation”).

Mayor and City Council of Baltimore (the “City”) has determined to issue and sell not exceeding \$20,000,000 aggregate principal amount of its revenue bonds, hereinafter designated “Industrial Development Revenue Bonds Baltimore City Markets Project”) (the “Bonds”) and to loan the proceeds of such Bonds to Lexington Market, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the “Developer”) on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the “Loan Agreement”) in order to finance the acquisition of certain parking facilities in the City as described below (the “Facilities”).

The Facilities consist of additions to and improvements of the existing public market facilities located in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of

any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that

permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, that this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, that the issuance, sale and delivery of not exceeding \$20,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Baltimore City Markets Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$20,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any

purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Baltimore City Markets Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold

and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, that, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, that, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by

the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order

to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, that, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this

ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance by afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, that, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, that the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, that if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, that the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, that this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 506

(Council No. 887)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — BEDCO DEVELOPMENT
CORPORATION PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (BEDCO Development Corporation Project)" in an aggregate principal amount not exceeding \$15,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to BEDCO Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor **AND CITY COUNCIL BY MAJORITY VOTE** as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain economic development facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Mary-

land, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of

industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$15,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds BEDCO Development Corporation Project)" (the "Bonds") and to loan the proceeds of such Bonds to BEDCO Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of facilities for the economic development of the City located in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic developemnt; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the

proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely

fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$15,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (BEDCO Development Corporation Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$15,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issu-

ance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (BEDCO Development Corporation Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be

determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to re-

flect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the under-

writers or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, That, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances sup-

plemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

- (1) the provisions of trust between the City and the trustee;
- (2) the manner of execution, authentication, registration and transfer of the Bonds;
- (3) provisions for authentication and delivery of the Bonds;
- (4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;
- (5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;
- (6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;
- (7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;
- (8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment,

building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 507

(Council No. 888)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — BEDCO ECONOMIC
DEVELOPMENT PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (BEDCO Economic Development Project)" in an aggregate principal amount not exceeding \$15,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to Baltimore Economic Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purposes of financing the acquisition of certain economic development facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or

charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$15,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds BEDCO Economic Development Project)" (the "Bonds") and to loan the proceeds of such Bonds to Baltimore Economic Development Corporation or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the

City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of facilities for the economic development of the City located within the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial con-

cern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes

expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, that this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, that the issuance, sale and delivery of not exceeding \$15,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (BEDCO Economic Development Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided

herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$15,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (BEDCO Economic Development Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the

entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate of rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, that, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the

principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, that, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary

official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of

any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, that, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, that, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agree-

ments or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, that the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, that if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, that the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, that this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 508

(Council No. 889)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — OFF-STREET PARKING
COMMISSION PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Off-Street Parking Commission Project)" in an aggregate principal amount not exceeding \$10,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore

city (1964 Revision, as amended) in order to loan the proceeds to Off-Street Parking Commission or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain parking facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such

other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Re-

vision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$10,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds Off-Street Parking Commission Project)" (the "Bonds") and to loan the proceeds of such Bonds to Off-Street Parking Commission or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of multi-story parking facilities owned or operated by the City or by non-profit institutions having facilities in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds

to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer ;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute

or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Off-Street Parking Commission Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official

statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Off-Street Parking Commission Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified in-

vestors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City;

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appro-

priate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, That, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the

Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That if the Bonds are not issued and sold within eighteen months from the date

on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 509

(Council No. 891)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS—RENAISSANCE GATEWAY
CENTER PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Project)" in an aggregate principal amount not exceeding \$8,500,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement) in order to loan the proceeds to an industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain industrial facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a binding and enforceable commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the Board of Finance of Baltimore, Maryland, upon the request of the Developer, as hereinafter defined, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining

to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee, to act under the ordinance as a trustee for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a financing agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the industrial facilities, the creation of a loan or construction fund to be held by the trustee and provision for its disbursement, provision for the investment of moneys held by the trustee, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within six months from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance for an additional term not to exceed six months; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement), as reenacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972 and as amended by Chapter 396 of the Laws of Maryland of 1973, Chapter 342 of the Laws of Maryland of 1975, Chapter 421 of the Laws of Maryland of 1976, Chapters 348 and 528 of the Laws

of Maryland of 1977, Chapters 816, 945, 946, and 953 of the Laws of Maryland of 1978, and Chapters 492, 511, 704, 726, and 731 of the Laws of Maryland of 1979 (collectively, the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Enabling Legislation. The Enabling Legislation declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$8,500,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Project)" (the "Bonds") and to loan the proceeds of such Bonds to an industrial concern (as mentioned in the Enabling Legislation) consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a financing agreement executed pursuant to this ordinance (the "Financing Agreement") in order to finance the acquisition and improvement of certain industrial facilities located partially in the City and partially in Baltimore County, as described below (the "Facilities"). Upon being designated as the nominee of the City, the Developer submitted a letter of intent (as mentioned in the Enabling Legislation) to the Mayor, dated October 12, 1981.

The Facility will consist of a 1.07 acre tract of land located on the northwest corner of Paca and Pratt Streets, a masonry and steel industrial building of approximately 270,000 square feet, and a brick and steel industrial building of approximately 12,000 square feet. The Facility will be renovated into an office and retail complex containing approximately 228,000 square feet of office space and 4,000 square feet of retail space. It is anticipated that the acquisition and improvement of the Facility will be accomplished by (i) the acquisition of the land and buildings on the northwest corner of Paca and Pratt Streets (known as the Paca-Pratt Building), (ii) the conversion of the above-mentioned buildings; and (iii) the improvement of land surrounding the buildings for landscape and access. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Enabling Legislation.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring and improving the Facilities will facilitate and expedite the acquisition and improvement of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell such facilities to an indus-

trial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. Accordingly, this ordinance and the Financing Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Financing Agreement will be paid directly to, and will be disbursed by, the independent trustee, if requested by the Developer, appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Enabling Legislation provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Leg-

islation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Financing Agreement, together with any other security provided by the Developer. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Financing Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Enabling Legislation) because such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Enabling Legislation and (b) a covenant such as that permitted by Section 266G(c) of the Enabling Legislation will be included in the Financing Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$8,500,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to

be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$8,500,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor.

The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

The Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold unless the Board of Finance shall specify a different date in its resolution hereinafter described. Such Bonds shall bear interest at an annual rate of 20%, payable monthly following the date of such series of Bonds so that, if the Bonds of a series are dated November 1, 1981, interest on that series of Bonds will be payable on December 1, 1981, and monthly thereafter.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of twenty (20) years from the date of such series of

Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the direct placement of the Bonds with qualified investors, such actions to include, but are not limited to, the following:

(1) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when a purchase agreement shall be submitted by the purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such purchasers, and such other matters as the purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(2) if the series of the Bonds is to be placed directly with qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such qualified investors and to approve the terms of

any commitment for the purchase of the series of the Bonds, *provided, however,* that such direct placement and such commitment complies with all applicable securities laws;

(3) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(4) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(5) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a financing agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 3 of this ordinance; and

(b) to execute and deliver, as a binding and enforceable obligation of the City, the purchase agreement for the Bonds by and between the City and the purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such purchasers in accordance with the provisions of this ordinance and the purchase agreement.

SEC. 6. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Financing Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Financing Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

- (15) provisions for defeasance;
- (16) the forms of the Bonds, coupons and the trustee's authentication certificate;
- (17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and
- (18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 7. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 8. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in

this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed six months. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 9. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 10. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 510

(Council No. 892)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS—RENAISSANCE GATEWAY
CENTER PARKING PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Coun-

cil of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project)" in an aggregate principal amount not exceeding \$4,500,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement) in order to loan the proceeds to an industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor as the nominee of such City, for the sole and exclusive purpose of financing the acquisition and improvement of certain parking facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a binding and enforceable commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the Board of Finance of Baltimore, Maryland, upon the request of the Developer, as hereinafter defined, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee, to act under the ordinance as a trustee for all moneys received by the City hereunder;

providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a financing agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the parking facilities, the creation of a loan or construction fund to be held by the trustee and provision for its disbursement, provision for the investment of moneys held by the trustee, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within six months from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance for an additional term not to exceed six months; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972 and as amended by Chapter 396 of the Laws of Maryland of 1973, Chapter 342 of the Laws of Maryland of 1975, Chapter 421 of the Laws of Maryland of 1976, Chapters 348 and 528 of the Laws of Maryland of 1977, Chapters 816, 945, 946, and 953 of the Laws of Maryland of 1978, and Chapters 492, 511, 704, 726, and 731 of the Laws of Maryland of 1979 (collectively, the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" and improvement by such concern of "industrial buildings", as those terms are defined in the Enabling Legislation. The Enabling Legislation declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$4,500,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project)" (the "Bonds") and to loan the proceeds of such Bonds to an industrial concern (as mentioned in the Enabling Legislation) consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a financing agreement executed pursuant to this ordinance (the "Financing Agreement") in order to finance the acquisition and improvement of certain parking facilities located in the City, as described below (the "Facilities"). Upon being designated as the nominee of the City, the Developer submitted a letter of intent (as mentioned in the Enabling Legislation) to the Mayor, dated October 12, 1981.

The Facility will consist of a 1.07 acre tract of land located at 516 West Pratt Street, a masonry and steel parking building of approximately 200,000 square feet. The Facility will be renovated into a parking garage accommodating between 500 and 900 parking spaces. It is anticipated that the acquisition and improvement of the Facility will be accomplished by (i) the acquisition of the land and existing building at 516 West Pratt

Street; (ii) the construction of the above-mentioned parking facility behind the facade of the existing building; and (iii) the grading and paving of land surrounding the buildings for egress and ingress. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Enabling Legislation.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring and improving the Facilities will facilitate and expedite the acquisition and improvement of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell such facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore,

in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. Accordingly, this ordinance and the Financing Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Financing Agreement will be paid directly to, and will be disbursed by, the independent trustee, if requested by the Developer, appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Enabling Legislation provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Financing Agreement, together with any other security provided by the Developer. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues

of the City from payments under the Financing Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Enabling Legislation) because such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Enabling Legislation and (b) a covenant such as that permitted by Section 266G(c) of the Enabling Legislation will be included in the Financing Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$4,500,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$4,500,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, pro-

vides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor.

The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

The Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold unless the Board of Finance shall specify a different date in its resolution hereinafter described. Such Bonds shall bear interest at an annual rate of 20% payable monthly following the date of such series of Bonds so that, if the Bonds of a series are dated November 1, 1981, interest on that series of Bonds will be payable on December 1, 1981, and monthly thereafter.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of twenty (20) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other

matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the direct placement of the Bonds with qualified investors, such actions to include, but are not limited to, the following:

(1) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when a purchase agreement shall be submitted by the purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such purchasers, and such other matters as the purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(2) if the series of the Bonds is to be placed directly with qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(3) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(4) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(5) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a financing agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 3 of this ordinance; and

(b) to execute and deliver, as a binding and enforceable obligation of the City, the purchase agreement for the Bonds by and between the City and the purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such purchasers in accordance with the provisions of this ordinance and the purchase agreement.

SEC. 6. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Financing Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Financing Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the trustee's authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 7. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 8. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed six months. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons

presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 9. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 10. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 511

(Council No. 893)

AN ORDINANCE concerning

MIDFA LOAN TO MAYOR AND CITY COUNCIL OF
BALTIMORE FOR THE BENEFIT OF S.S. NOBSKA
PROJECT, A MARYLAND LIMITED PARTNERSHIP

FOR the purpose of authorizing Mayor and City Council of Baltimore to borrow, as a limited obligation and not upon the full faith and credit of Mayor and City Council of Baltimore, in accordance with the Maryland Industrial Development Financing Authority Act, a sum of

money not to exceed \$2,000,000.00, to relend such money to S.S. Nobska Project, a Maryland Limited Partnership (the "Borrower") to be used for the purpose of defraying a portion of the costs of improving a certain industrial project (within the meaning of such Act) consisting of a steamship known as the S.S. Nobska, in Baltimore City, Maryland, together with the various improvements located thereon, and all for the use and occupancy by The Old Bay Line Corp., a Maryland corporation (the "Company"); authorizing the Mayor and other appropriate officials of the City to execute any and all documents necessary to effectuate such borrowing and to secure payment of the aforesaid loan; authorizing the appointment of a Project Fund Trustee, if requested by the developer; conferring and imposing upon the Department of Housing and Community Development certain powers and duties and providing that the Borrower and The Company shall agree to submit certain renovation and alteration plans and specifications to, and coordinate with, the Department of Housing and Community Development in connection with the acquisition and improvement of such industrial project and generally providing for and determining various matters and details in connection with such borrowing and improvement.

RECITALS

Sections 13-101 to 13-156, inclusive, of the Financial Institutions Article of the Annotated Code of Maryland (1980 Volume and 1981 Supplement), as amended (the "MIDFA Act") empower a "public body" to borrow money to be relended to an "industrial project applicant" to finance the "acquisition" of an "industrial project", as those terms are defined in the MIDFA Act, provided that the "industrial project" and the loan to be used to finance the acquisition thereof have been approved by the Maryland Industrial Development Financing Authority ("MIDFA").

This Ordinance is intended to be and shall constitute a binding and enforceable commitment of the Mayor and City Council of Baltimore City (the "City") to participate in a transaction which (the "Borrower") proposed

to the City by a letter of intent dated October 9, 1981 and submitted in accordance with Section 13-141(c)(2) of the MIDFA Act (the "Letter of Intent").

As more particularly described in the Letter of Intent, the Borrower has applied to MIDFA for approval of a loan (the "Loan") to be made by a "lender", as defined in the MIDFA Act (the "Lender") to the City a "public body" within the meaning of the MIDFA Act, in order to enable the City to relend the proceeds of said loan to the Borrower, an "industrial project applicant" and an "industrial project occupant" within the meaning of the MIDFA Act, to finance the "acquisition", as defined in the MIDFA Act, of a certain "industrial project", as defined in the MIDFA Act, located in Baltimore City, Maryland (the "Industrial Project"). MIDFA has agreed to insure a portion of the Loan plus all accrued and unpaid interest on the Loan, plus all other "loan payments", as defined in the MIDFA Act. MIDFA at its March 28, 1980 meeting, approved the Industrial Project and the loan and has agreed to insure a portion of the loan payments (as defined in the MIDFA Act). The Industrial Project will consist of improvements to a steamship to be used as a floating restaurant in the Inner Harbor of Baltimore City. NOV, THEREFORE, PURSUANT TO AND IN ACCORDANCE WITH THE PROVISIONS OF THE MIDFA ACT:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That it is hereby found and determined as follows:

(a) The financing of the Industrial Project will fulfill and accomplish the declared purpose of the MIDFA Act, which is to promote the expansion and diversification of industry, to avoid the relocation of industry from the State of Maryland, to increase employment, and to provide a larger taxable base for the economy of the State of Maryland, resulting in new and expanded industrial enterprises to provide enlarged opportunities for gainful employment by the people of Maryland, and thus to insure the preservation and betterment of the economy of the State of Maryland; and accordingly, it is in the best interests of the citizens of Baltimore City that the City

participate in the financing of the acquisition of the Industrial Project; and

(b) the funds borrowed by the City will be used in connection with a "bona fide industrial project", as mentioned in Section 13-141(c) of the MIDFA Act, as evidenced by a letter of intent from the Borrower to the City, dated March 14, 1981;

SEC. 2. And be it further ordained, That:

(a) The issuance, sale, and delivery by the City to the Lender of its limited obligation promissory note or notes (the "Note") in an amount not to exceed \$2,000,000, at a rate of interest not to exceed 20% per annum, pursuant to the MIDFA Act, and the reloaning of the proceeds of the sale of the Note (the "Loan") to the Borrower to finance the improvement of the Industrial Project, pursuant to the terms and conditions of a financing agreement to be entered into between the Public Body and the Borrower (the "Financing Agreement"), are hereby authorized.

(b) Although the City currently anticipates issuing the Note pursuant to the MIDFA Act, the City reserves the right to issue the Notes pursuant to any other public general or public local law which may be then in effect. Therefore, all references to the MIDFA Act in this resolution shall be deemed to include any present or future public general or public local law pursuant to which the City shall have the power to issue Notes.

(c) The City will enter into the Financing Agreement with the Borrower to provide for the payment of the Note.

(d) The City will enact, adopt or take such public local laws, ordinances, resolutions or other actions, and to authorize the execution and delivery of such documents, as may be necessary or advisable for (i) the authorization, issuance and sale of the Notes, (ii) the financing of the acquisition of the Industrial Project, and (iii) the execution of agreements with the Borrower. MIDFA, the Lender, or other parties with respect to the authorization, issuance and sale of the Notes or the acquisition of the Industrial Project.

(e) Any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by the Chief of the Bureau of Treasury Management of the City or by such other appropriate official of the City of Baltimore as may be designated by the Mayor of the City to execute such documents.

(f) The Note shall be payable only from the revenues derived from the agreements between the City and the borrower with respect to the Industrial Project and from any other funds made available to the City for that purpose, and the Note shall never constitute an indebtedness of the City or a charge against the general credit or taxing power of the City within the meaning of any constitutional provision, or statutory limitation. The Borrower shall also pay all costs incurred in connection with the development of the appropriate legal documents necessary to effectuate the improvement of the Industrial Project, including (without limitation) the fees of bond counsel to the City and compensation to any other person (other than full-time employees of the City) or entity performing services by or on behalf of the City in connection with the acquisition of the Industrial Project, whether or not such improvement is consummated.

(g) It is intended that this resolution shall constitute the "some other similar official action" in connection with the issuance of the Note by the City within the meaning of Section 1.103-8(a)(5) of the Income Tax Regulations prescribed by the United States Treasury Department.

SEC. 3. *And be it further ordained*, That prior to the issuance, sale, and delivery of the Note, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the Project Fund Trustee, if any;

(2) the manner of execution, authentication, and delivery of the Note;

(3) the provisions of the Financing Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(4) the terms of the note or other evidence of the obligation of the Developer issued;

(5) provision for creation, holding and disbursement of an escrow fund to be held by the Project Fund Trustee;

(6) provisions for creation, holding and disbursement of any other funds and accounts to be held by the Project Fund Trustee, if any;

(7) provisions for the application of receipts and revenues from the City on account of the loan;

(8) provisions for the security for and investment of moneys held by the Project Fund Trustee;

(9) remedies for holders of the Note in the event of default;

(10) the appointment, duties, rights and immunities of the Project Fund Trustee;

(11) provisions for modification of this ordinance, the Financing Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(12) provisions for defeasance;

(13) such other matters in connection with the authorization, issuance, security, sale and payment of the Note as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 4. *And be it further ordained*, That the Department of Housing and Community Development is hereby authorized and empowered, for the purpose of this Ordinance only:

(a) To promote, make investigations, conduct preliminary negotiations, and do any and all other things necessary and proper to expedite the consummation of the transactions authorized by this Ordinance, all pursuant and subject to the provisions of the Charter of Baltimore City; and

(b) After the transactions authorized by this Ordinance have been fully consummated, the Department of Housing and Community Development shall do any and all other things necessary, proper or expedient to assure the full performance by the Borrower of any and all of the terms and provisions in any and all agreements entered into between the City and the Borrower, all of which shall be subject to the provisions of the Charter of Baltimore City.

SEC. 5. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Renovation to the Department of Housing and Community Development for approval.

(b) It understands that, in addition to the economic feasibility of the improvement of the Industrial Project, the Department of Housing and Community Development may consider, without limitation, the suitability of the site plan, architectural treatment, building plans, elevations, materials, color, construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Industrial Project; and the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons.

(c) It will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, steamship, and landscape design.

(d) It will not violate any State and Federal law or regulation (1) prohibiting discrimination on the basis of race, sex, religion, etc., (2) concerning protection of the environment, or (3) concerning navigation.

SEC. 6. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed six months. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 7. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 512

(Council No. 894)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
BALTIMORE MACHINE AND EQUIPMENT
COMPANY, INC. PROJECT

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue, sell and deliver, at any time or from time to time, and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Machine and Equipment Company, Inc. Project)", in the aggregate principal amount not to exceed \$1,400,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the acquisition of certain real property located in Baltimore City, together with all existing improvements located thereon, and certain equipment, all of which will be owned and operated by Baltimore Machine and Equipment Company, Inc. in connection with its metal fabricating business; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent of Baltimore Machine and Equipment Company, Inc. to the City dated October 13, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance shall (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Baltimore Machine and Equipment Com-

pany, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of such real property, improvements and equipment; providing that, except under certain circumstances, if such bonds are not issued and sold within six months after the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell such bonds shall expire; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 13, 1981 (the "Letter of Intent") from Baltimore Machine and Equipment Company, Inc., which will be a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition by the Borrower of certain real property located in Baltimore City (together with all existing improvements located thereon) and certain equipment (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$1,400,000 and by loaning the proceeds of the revenue

bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project will consist of (a) the acquisition by the Borrower of certain real property containing approximately 3 acres, more or less, located in Baltimore City and bounded on the north by Aisquith Street, the east by Hargest Lane, on the south by Aiken Street, and on the west by Curtain Avenue, together with all existing improvements located thereon, all of which will be owned and operated by the Borrower in connection with its metal fabricating business, and (c) the acquisition of certain equipment to be used in connection with the real property and the improvements thereon.

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of, and interest and premium, if any, on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the revenue bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b)

the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the revenue bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the revenue bonds. If the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that (a) the Project Fund Trustee is not necessary, and (b) if the Assignment is entered into, the City will enter into the Assignment with only the original purchaser of the revenue bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore.* That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Neither the revenue bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such

moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time, or from time to time, and in one or

more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Machine and Equipment Company, Inc. Project), in the aggregate principal amount not to exceed \$1,400,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Machine and Equipment Company, Inc. Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series", or "1982 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be

endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City, are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time, or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$1,400,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and de-

livery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not consistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC 13. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or other constitutional, statutory or charter provisions limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available

to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained,* That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, which approval shall not be withheld unreasonably; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance, or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after a showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 513

(Council No. 812)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(CAMP MANUFACTURING COMPANY PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$850,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by Camp Manufacturing Company, a Maryland corporation, of a certain project in Baltimore City consisting of the purchase of certain paper manufacturing equipment and the installation thereof in the improvements located at 3010 Nieman Avenue in Baltimore City, presently leased to Camp Manufacturing Company by Michael Associates, a Maryland general partnership; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 9, 1981 from Camp Manufacturing Company to the City; making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as

competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Camp Manufacturing Company shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or bond anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and

powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Camp Manufacturing Company, a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the completion by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$850,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of the purchase of certain paper manufacturing equipment and the installation thereof in the improvements located at 3010 Nieman Avenue in Baltimore City, presently leased to Camp Manufacturing Company by Michael Associates, a Maryland general partnership.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing of the costs of such completion as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or

from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$850,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), un-

der which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by the Chief, Bureau of Treasury Management of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of

Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is de-

pendent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve months from the date on which this

Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 514

(Council No. 849)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
BERL DEVELOPERS, INC. PROJECT

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue, sell and deliver, at any time or from time to time, and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Berl Developers, Inc. Project)", in the aggregate principal amount not to exceed \$1,400,000, pursuant to the provisions of Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the acquisition of certain real property located in Baltimore City, together with all existing improvements located thereon, and certain equipment, and (b) the demolition of such existing improvements, and the construction of new improvements, which will be owned and operated by Berl Developers, Inc. in connection with its real estate development business; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent of Berl

Developers, Inc. to the City dated October 12, 1981; making certain legislative findings, authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance shall (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Berl Developers, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of such real property and the construction of improvements thereon; providing that, except under certain circumstances, if such bonds are not issued and sold within six months after the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell such bonds shall expire; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981 (the "Letter of Intent") from Berl Developers, Inc., a Maryland corporation (the "Borrower"), pursuant

to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition by the Borrower of certain real property located in Baltimore City (together with all existing improvements located thereon) certain equipment, and the demolition by the Borrower of such existing improvements and the construction of new improvements (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$1,400,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project will consist of (a) the acquisition by the Borrower of certain real property containing approximately 1.7 acres, more or less, located in Baltimore City and bounded on the north by Orleans Street, the east by Eden Street, on the south by May Street, and on the west by Central Avenue, together with all existing improvements located thereon, (b) the demolition of such existing improvements, and the construction of new improvements, which will be owned and operated by the Borrower in connection with its real estate development business, and (c) the acquisition of certain equipment to be used in connection with the real property and the improvements thereon.

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of, and interest and premium, if any, on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the

revenue bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement of the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to remedies with respect to any and all other property of every description and nature from time to time by delivering or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the revenue bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the revenue bonds. If the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that (a) the Project Fund Trustee is not necessary, and (b) if the Assignment is entered into, the City will enter into the Assignment with only the original purchaser of the revenue bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Neither the revenue bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the

Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time, or from time to time, and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Berl Developers, Inc. Project), in the aggregate principal amount not to exceed \$1,400,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (Berl Developers, Inc. Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series", or "1982 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to

be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City, are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time, or from

time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$1,400,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, (iii) such other documents, including (without limitation) deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not consistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or other constitutional, statutory or charter provisions limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by

the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payment sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid

by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, which approval shall not be withheld unreasonably; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance, or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after a showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is

granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 515

(Council No. 854)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
DRUID HILL ASSOCIATES

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$5,200,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Druid Hill Associates of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation (and/or rehabilitation of improvements which will be owned by Druid Hill Associates and used as rental dwelling units, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 12, 1981, from Druid Hill Associates to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance,

sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Druid Hill Associates shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mort-

gages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981, (the "Letter of Intent") from Druid Hill Associates (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$5,200,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property located at various sites in the Upton and Sandtown Urban Renewal Areas for use as rental dwellings, (b) the renovation, rehabilitation, construction, and/or reconstruction of any existing improvements which will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing

and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or

arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$5,200,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance;

nance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community

Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of

such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and

sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 516

(Council No. 885)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — BALTIMORE CITY
FOUNDATION PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Baltimore City Foundation Project)" in an aggregate principal amount not exceeding \$10,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to The Baltimore City Foundation, Inc.

or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain neighborhood facilities in the City of Baltimore or provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the

facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money

through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$10,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds Baltimore City Foundation Project)" (the "Bonds") and to loan the proceeds of such Bonds to The Baltimore City Foundation, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of facilities to be constructed in connection with activities carried on or furthered by the Developer in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the city itself to acquire and either to lease or to sell such facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of a loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived

from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and

deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Baltimore City Foundation Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and issuance and delivery of the Bonds authorized hereby in rived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by

administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Baltimore City Foundation Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or

such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise provided by a resolution of the Board of Finance adopted upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or

other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials

to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, That, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinance, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The

Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 517

(Council No. 886)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — BALTIMORE CITY
HOSPITALS PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Baltimore City

Hospitals Project)" in an aggregate principal amount not exceeding \$10,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to The Board of Trustees of the Medical Center of Baltimore, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain medical facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Maryland, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the

City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry

in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$10,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds Baltimore City Hospitals Project)" (the "Bonds") and to loan the proceeds of such Bonds to The Board of Trustees of the Medical Center of Baltimore, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of buildings for the improvement, expansion, modernization, renovation and additions to the medical facilities at Baltimore City Hospitals at Eastern Avenue in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide for efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell such facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; however, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreason-

able burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, that this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, that the issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Baltimore City Hospitals Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such dele-

gation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Baltimore City Hospitals Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) by issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, that, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds, (ii) any additional terms necessary or appropriate to reflect any matters provided by resolution and (iii) such other matters as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this section of this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, that, unless otherwise provided by a resolution of the Board of Finance adopted

upon request of the Developer, each series of the Bonds shall be sold at private (negotiated) sale as authorized by the Enabling Legislation, upon the terms and conditions determined by the Board of Finance as hereinafter authorized.

Authority is hereby conferred on the Board of Finance of the City to take all necessary and appropriate actions on behalf of the City to effect the sale of the Bonds to an underwriter for the Bonds selected by the Developer and approved by the Board of Finance or to effect the direct placement of the Bonds with one or more financial institutions or other qualified institutions or other qualified investors, such actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with representatives of the Developer and the prospective underwriters for or purchasers of each series of the Bonds, both a preliminary and a final official statement in connection with the sale of each series of the Bonds, if such preliminary official statement and final official statement are determined to be necessary or desirable for the sale of each of the Bonds; *provided, however*, that any such preliminary official statement shall be clearly marked to indicate that it is subject to completion and amendment;

(2) if the series of the Bonds are sold at private (negotiated) sale, to determine the date, time and place when an underwriting or purchase agreement shall be submitted by the underwriters or purchasers of the series of the Bonds, such agreement to specify the interest rate or rates proposed to be paid on the Bonds of the series, the price at which such series of the Bonds are to be sold to such underwriters or purchasers, and such other matters as the underwriters or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of

the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor

or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, that, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supplemental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their

discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, that, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, that the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation, the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse

approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, that if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, that the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, that this ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 518

(Council No. 890)

AN ORDINANCE concerning

ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS — MARINA FOUNDATION
WATERFRONT PROJECT

FOR the purpose of authorizing and providing for the issuance from time to time, by The Mayor and City Council of Baltimore, Maryland of its revenue bonds, designated "Industrial Development Revenue Bonds (Marina Foundation Waterfront Project)" in an aggregate principal amount not exceeding \$10,000,000 pursuant to the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) or Subsection (50) of Article II of the Charter of Baltimore city (1964 Revision, as amended) in order to loan the proceeds to Baltimore Marina Foundation, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture as may be designated by the Mayor and City Council of Baltimore acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of such City, for the sole and exclusive purpose of financing the acquisition of certain waterfront facilities in the City of Baltimore as provided in this ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of the revenue bonds; providing that such revenue bonds (a) shall be payable solely and only from revenue derived from payments to the City on account of such loan and (b) shall not ever constitute within the meaning of any constitutional or charter provision or otherwise (i) an indebtedness of Mayor and City Council of Baltimore, or any other political subdivision or (ii) a charge against the general credit or taxing powers of such City; providing that this ordinance shall constitute a commitment by such City to issue the revenue bonds so authorized; providing for the private (negotiated) sale of such revenue bonds unless the City Council or Board of Finance of Baltimore, Mary-

land, upon the request of the Developer, shall determine by resolution to sell such revenue bonds at public sale; providing that certain matters pertaining to such revenue bonds, including (without limitation) amounts and dates of any series of such revenue bonds, shall be determined administratively at or prior to the time of such sale of any series of such revenue bonds; delegating various matters to the Board of Finance of the City, including (without limitation) the sale of any series of such revenue bonds, the establishment of the interest rate or rates at the time of such sale and the appointment of a trustee or escrow agent to act under the ordinance as a trustee or escrow agent for all moneys received by the City hereunder; providing that there shall be determined by resolution or by other appropriate action all other matters pertaining to the issuance, sale and delivery of any series of such revenue bonds, including (without limitation) the provisions of trust between the City and the trustee, the execution of a loan agreement or such other contracts, agreements or instruments which the City may deem appropriate to effect the financing of the facilities, the creation of a loan or construction fund to be held by the trustee or escrow agent and provision for its disbursement, provision for the investment of moneys held by the trustee or escrow agent, provision of remedies for bondholders in the event of default, and provision for the enactment of supplemental ordinances and resolutions; providing that the authorization of such revenue bonds shall expire if such revenue bonds are not issued and sold within a certain time from the date on which this ordinance is approved, unless such authorization is extended by the Board of Finance as provided herein; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended, (the "Act") constitute those

provisions of Maryland law authorizing the issuance of industrial revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Act now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an "industrial concern" to finance the "acquisition" by such concern of "industrial buildings", as those terms are defined in the Act. The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Subsection (50) Revenue Bonds and Obligations of Article II of the Charter of Baltimore City (1964 Revision, as amended) ("Subsection 50") authorizes the Mayor and City Council of Baltimore to borrow money through the issuance and sale of its revenue bonds for the accomplishment of any of the purposes, objects and powers of the City (the Act and Subsection 50 being herein collectively referred to as the "Enabling Legislation").

Mayor and City Council of Baltimore (the "City") has determined to issue and sell not exceeding \$10,000,000 aggregate principal amount of its revenue bonds, hereinafter designated "Industrial Development Revenue Bonds (Marina Foundation Waterfront Project)" (the "Bonds") and to loan the proceeds of such Bonds to Baltimore Marina Foundation, Inc. or such other industrial concern consisting of such corporation, partnership or joint venture or other entity as may be designated by the City acting through the Mayor AND CITY COUNCIL BY MAJORITY VOTE as the nominee of the City (the "Developer") on the terms and conditions to be set forth in a loan agreement executed pursuant to this ordinance (the "Loan Agreement") in order to finance the acquisition of certain parking facilities in the City as described below (the "Facilities").

The Facilities consist of a marina, boatyard, storage facility, boat ramp, and recreation areas located at the Middle Branch of the Patapsco River in the City, machinery or equipment necessary or useful for the facility, and the site or interests in land necessary or desirable for the facility, together with roads, or other rights of access, utilities or other necessary facilities. The financing of the acquisition of the Facilities may involve the leasing of the Facilities to an entity other than the Developer in order to provide the efficient management of the Facilities. It is intended that this ordinance constitute an ordinance or resolution within the meaning of Section 266B(d) of the Act.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, that, acting pursuant to the Enabling Legislation, it is hereby found and determined, as follows:

(1) The issuance of revenue bonds by the City pursuant to the Enabling Legislation in order to loan the proceeds to the Developer for the sole and exclusive purpose of acquiring the Facilities will facilitate and expedite the acquisition of the Facilities by the Developer;

(2) The accomplishment of the transactions contemplated and authorized by this ordinance, including (without limitation) the acquisition of the Facilities by the Developer and the financing thereof will (i) sustain and increase jobs and employment, thereby relieving conditions of unemployment in the State and in the City; (ii) encourage the increase of industry and a balanced economy in the State and in the City; (iii) assist in the retention of existing industry in the State and in the City; (iv) promote economic development; and (v) promote the health, welfare and safety of the residents of the City and of the State.

(3) In addition to authorizing the City itself to acquire and either to lease or to sell facilities to an industrial concern, the Enabling Legislation, as an alternative procedure, authorizes financing of the Facilities to be accomplished in the form of loan to the Developer. The loan form of transaction avoids indirect costs and burdens on the City by not requiring any direct involvement by the City in the acquisition, ownership or administration of such facilities; how-

ever, it permits controls to be imposed on the use of the proceeds of the Bonds to insure that the public purposes of the Enabling Legislation and the Bonds are fully accomplished. It is, therefore, in the best interests of the citizens of the City to finance the Facilities by a loan to the Developer. This ordinance contemplates and authorizes a transaction in the form of a loan of the proceeds of the Bonds by the City to the Developer, rather than a transaction in the form of a lease or sale of the Facilities. Accordingly, this ordinance and the Loan Agreement hereby authorized contain such provisions as the City deems appropriate to effect the financing of the Facilities by the loan form of transaction.

(4) Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and shall never constitute or give rise to any pecuniary liability of the City. The principal of and interest on the Bonds shall be payable from, and secured solely and only by a pledge of, the revenues derived from loan repayments under the Loan Agreement. The principal amount of the loan and the payments to be made by the Developer pursuant to the Loan Agreement will be paid directly to, and will be disbursed by, the independent trustee or escrow agent appointed by the Board of Finance of the City pursuant hereto; no such moneys will be commingled with the City's funds or be subject to the absolute control of the City but only to such limited supervision and checks as are deemed necessary or desirable to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Legislation and this ordinance. The Act provides that a loan form of transaction thereunder shall not constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Legislation are intended to be achieved by facilitating the acquisition of the Facilities by the Developer.

(5) The security for the Bonds shall be solely and exclusively the absolute, irrevocable, unconditional obligation of the Developer to make the payments required by the

Loan Agreement. Accordingly, this ordinance definitely fixes and determines that the amount of revenue necessary to be set apart and applied to the payment of principal, interest and premium of the Bonds shall be the entire amount of the receipts and revenues of the City from payments under the Loan Agreement except for any rights of the City to indemnification and to payments for the City's administrative expenses.

(6) (a) No part or proportion of the receipts and revenues of the City from the loan shall be set aside as a depreciation account (mentioned in the Act) since such a depreciation account would (i) be inconsistent with the transactions authorized hereby and (ii) place an unreasonable burden on the Developer so as to adversely affect the feasibility of the transactions and thus frustrate the legislative purposes of the Act and (b) a covenant such as that permitted by Section 266G(c) of the Act need be included in the Loan Agreement authorized hereby.

SEC. 2. *And be it further ordained*, That this ordinance is intended to be, and shall constitute, a binding and enforceable commitment by the City to the Developer to issue and deliver the Bonds authorized hereby in accordance with the terms hereof. It is contemplated that the Developer may proceed with the acquisition of the Facilities prior to the issuance and delivery of the Bonds authorized hereby in reliance upon the enactment of this ordinance by the City.

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$10,000,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (Marina Foundation Watrefront Project)", are hereby authorized, subject to the provisions of this ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein. The aggregate principal amount of Bonds issued, sold and delivered pursuant to this ordinance shall not exceed \$10,000,000 unless such amount shall be increased by an ordinance supplemental hereto.

The City Council hereby recognizes the function of the Mayor and the Board of Finance in making the executive

and administrative determinations necessary for the issuance of bonds of the City. This ordinance, therefore, provides that the Board of Finance may make certain administrative determinations in connection with the issuance and sale of the Bonds, such determinations to be effective only after approval by the Mayor or Acting Mayor. The provisions of this ordinance (including Sections 3, 4, 5, 6, 7 and 9 hereof) contemplate that prior to the sale of any series of Bonds, certain matters in connection with the authorization, issuance, security, sale and payment of the Bonds will be determined administratively by resolution or resolutions of the Board of Finance of the City. Such delegation of authority to the Board of Finance is subject, however, to the authority of the City Council (prior to (1) the date of submission of an underwriting agreement or bond purchase agreement to the underwriters for, or any purchasers of, any series of Bonds (such date to be determined by the Board of Finance in accordance with Section 5 hereof) or (2) in the event the series of Bonds is sold at public sale, the date of distribution of a preliminary official statement, offering memorandum, or similar document in connection with the sale of the Bonds, or (3) in any event, the sale of the Bonds) to make any or all determinations, by administrative resolution or other appropriate action, which are authorized to be made by the Board of Finance pursuant to this ordinance, in which event, all such determinations made by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The Bonds authorized by this ordinance may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of Bonds hereunder is then contemplated) shall be designated "Industrial Development Revenue Bonds (Marina Foundation Waterfront Project), Series A". The Bonds may be redesignated by the Board of Finance by resolution in order to reflect the name of the entity to whom the loan is to be made, to set forth the then-current name of the Facilities or to clarify any matters relating to the Facilities or the Developer. The Bonds may be further identified by the year of issue or such other appropriate designation as the Board of Finance may determine by resolution adopted prior to the delivery of the Bonds. The aggregate principal amount of Bonds to be

issued pursuant to this ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Bonds.

In the event more than one series of Bonds is issued hereunder, it is contemplated that a separate series (which may be evidenced by a single instrument) of notes or other obligations of the Developer (evidencing the obligation of the Developer to repay the loan from the City) be issued to correspond with, and secure, each separate series of Bonds issued hereunder.

Unless the Board of Finance shall specify a different date in its resolution hereinafter described the Bonds of a series of Bonds shall be dated as of the first day of the month next following the date on which such series of Bonds is sold and shall bear interest at an annual rate or rates payable semi-annually following the date of such series of Bonds.

The Bonds of each series of Bonds issued hereunder shall mature on such date or dates as may be determined in the manner hereinafter described, but the last maturity of any such series of Bonds shall in no event exceed a period of thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds). If no maturity or maturities for a series of Bonds is determined in the manner hereinafter described, all of the Bonds of such series shall mature on the date thirty (30) years from the date of such series of Bonds (or such later date as may be permitted under the terms of the Enabling Legislation in effect on the date of such series of Bonds).

SEC. 4. *And be it further ordained*, That, prior to the delivery of any series of Bonds, the Board of Finance shall adopt a resolution or resolutions which shall prescribe the principal amount of Bonds to be issued as a series at any one time, the maturity or maturities, the redemption provisions, and the sinking fund requirements, if any, for such series of Bonds.

Prior to the delivery of any series of Bonds, the Board of Finance may also adopt a resolution or resolutions which may prescribe (i) the date of issue of such series of Bonds,

(ii) any additional terms necessary or appropriate to re-
spect any matters provided by resolution and (iii) such other
matters as may be deemed appropriate by the Board of
Finance.

Any resolution or resolutions adopted pursuant to this
section of this ordinance shall be deemed to be of an admin-
istrative nature and shall be effective upon approval by the
Mayor or Acting Mayor of the City.

SEC. 5. *And be it further ordained*, That, unless otherwise
provided by a resolution of the Board of Finance adopted
upon request of the Developer, each series of the Bonds
shall be sold at private (negotiated) sale as authorized by
the Enabling Legislation, upon the terms and conditions
determined by the Board of Finance as hereinafter author-
ized.

Authority is hereby conferred on the Board of Finance
of the City to take all necessary and appropriate actions on
behalf of the City to effect the sale of the Bonds to an under-
writer for the Bonds selected by the Developer and approved
by the Board of Finance or to effect the direct placement
of the Bonds with one or more financial institutions or
other qualified institutions or other qualified investors, such
actions to include, but are not limited to, the following:

(1) to prepare and distribute, in conjunction with
representatives of the Developer and the prospective under-
writers for or purchasers of each series of the Bonds, both
a preliminary and a final official statement in connection
with the sale of each series of the Bonds, if such preliminary
official statement and final official statement are determined
to be necessary or desirable for the sale of each of the
Bonds; *provided, however*, that any such preliminary offi-
cial statement shall be clearly marked to indicate that it is
subject to completion and amendment;

(2) if the series of the Bonds are sold at private (nego-
tiated) sale, to determine the date, time and place when an
underwriting or purchase agreement shall be submitted by
the underwriters or purchasers of the series of the Bonds,
such agreement to specify the interest rate or rates pro-
posed to be paid on the Bonds of the series, the price at
which such series of the Bonds are to be sold to such under-
writers or purchasers, and such other matters as the under-

writers or purchasers and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds;

(3) if the series of the Bonds is sold at public sale, to determine the date, time and place when proposals will be accepted for the series of the Bonds, such proposals to specify the interest rate or rates proposed to be paid on Bonds of the series, the price to be paid for the series of the Bonds, and such other matters as the Developer and the Board of Finance may deem necessary or desirable in order to sell and deliver the series of the Bonds and to award the series of the Bonds at public sale to the successful bidder for the series of the Bonds;

(4) if the series of the Bonds is to be placed directly with one or more financial institutions or other qualified investors, to specify the conditions under which the series of the Bonds are to be placed directly with such financial institutions or other qualified investors and to approve the terms of any commitment for the purchase of the series of the Bonds, *provided, however*, that such direct placement and such commitment complies with all applicable securities laws;

(5) to appoint a bank having trust powers, or a trust company, as trustee for the Bonds to be issued pursuant to this ordinance;

(6) to determine the interest rate or rates to be paid by the City on the Bonds, but only after the Developer shall have given the City written approval of such interest rate or rates through the Developer's acceptance of the terms of any agreement executed and delivered by the City for the sale of the Bonds or of the terms of any commitment issued for the purchase of the Bonds; and

(7) in order to insure that each series of the Bonds is issued without direct cost to the City, to provide for the payment, directly by the Developer, of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance of each series of the Bonds, such payments to include (without limitation) compensation to any persons (other than full-time employees of the City) performing services by or on behalf of the City in connection with the transactions contemplated by this ordinance.

Authority is hereby conferred on the Mayor or Acting Mayor of the City to take the following actions and to make the following commitments on behalf of the City:

(a) to execute and deliver a loan agreement by and between the City and the Developer in the form determined by resolution of the Board of Finance approved by the Mayor or Acting Mayor as authorized by Section 7 of this ordinance; and

(b) if the series of the Bonds are sold at private (negotiated) sale, to execute and deliver, as a binding and enforceable obligation of the City, the underwriting or purchase agreement for the Bonds by and between the City and the underwriters or purchasers of the Bonds and to accomplish any and all actions necessary or deemed appropriate by any of them to issue and deliver the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the underwriting or purchase agreement;

(c) if the series of the Bonds is sold at public sale, to execute and deliver any and all documents necessary or deemed appropriate by the Developer and such City officials to consummate the sale of the series of the Bonds at public sale and to accomplish any and all actions necessary or deemed appropriate by either of them to issue and deliver the series of the Bonds to such underwriters or purchasers in accordance with the provisions of this ordinance and the contract of sale with the successful bidder for the series of the Bonds.

SEC. 6. *And be it further ordained*, That, in authorizing the sale of revenue bonds to finance the Facilities for the Developer pursuant to the Enabling Legislation, the Mayor and Board of Finance are hereby empowered to provide that the revenue bonds authorized by this ordinance and any revenue bonds authorized for such purpose by other ordinances, may be consolidated and sold as one or more issues or series of revenue bonds, without regard to the date of enactment of any ordinance authorizing the issuance of such revenue bonds. The aggregate principal amount of revenue bonds authorized by this ordinance may be increased, from time to time, and the description of the Facilities may be supplemented or modified by ordinances supple-

mental to this ordinance. Nothing contained in this ordinance is intended to require the adoption of an ordinance supplemental to this ordinance to authorize the deletion of any one or more items of the Facilities. The Mayor and Board of Finance are hereby expressly authorized, in their discretion and based upon their determinations from time to time, to omit any part of the Facilities from the Facilities to be financed by revenue bonds issued pursuant to this ordinance. It is the purpose and intent of this section that the Mayor and Board of Finance be afforded broad discretion in the structuring and scheduling of revenue bond issues, whether authorized by this ordinance or otherwise, to finance the Facilities for the Developer in order that the public purpose of the Enabling Legislation and this ordinance may be realized.

SEC. 7. *And be it further ordained*, That, prior to the sale of any series of Bonds, the Board of Finance of the City may (without limitation) determine administratively by resolution or by other appropriate action:

(1) the provisions of trust between the City and the trustee;

(2) the manner of execution, authentication, registration and transfer of the Bonds;

(3) provisions for authentication and delivery of the Bonds;

(4) the provisions of the Loan Agreement between the City and the Developer and of such other contracts, agreements or instruments as the Board of Finance of the City may deem appropriate to effect the financing of the Facilities;

(5) the terms of the note or other evidence of the obligation of the Developer issued for each series of Bonds;

(6) provision for creation, holding and disbursement of an escrow fund to be held by the trustee or escrow agent;

(7) provisions for creation, holding and disbursement of any other funds and accounts to be held by the trustee;

(8) provisions for the application of receipts and revenues from the City on account of the loan;

(9) provisions for the security for and investment of moneys held by the trustee or escrow agent;

(10) the details of the procedure for the redemption of the Bonds;

(11) remedies for holders of the Bonds in the event of default;

(12) the duties, rights and immunities of the trustee or escrow agent;

(13) the manner of execution of instruments by holders of the Bonds and the method of proof of ownership of the Bonds;

(14) provisions for modification of this ordinance, the Loan Agreement, and any resolution or other action of the Mayor, City Council and Board of Finance pertaining to the Bonds;

(15) provisions for defeasance;

(16) the forms of the Bonds, coupons and the authentication certificate;

(17) provisions for redesignating the Bonds with a designation different from that given in this ordinance; and

(18) such other matters in connection with the authorization, issuance, security, sale and payment of the Bonds as may be deemed appropriate by the Board of Finance.

Any resolution or resolutions adopted pursuant to this ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor or Acting Mayor of the City.

SEC. 8. *And be it further ordained*, That the Developer shall agree that:

(a) It will submit any plans and specifications for the acquisition of the Facilities to the Department of Housing and Community Development for approval, with the understanding that, in addition to the economic feasibility of the acquisition of the Facilities, the Department of Housing and Community Development may consider, without limitation,

the suitability of any site plan, architectural treatment, building plans, elevations, materials, color construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, streets, sidewalks, and harmony between the plans and the surroundings of the proposed Facilities and that the Department of Housing and Community Development may refuse approval of any such plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 9. *And be it further ordained*, That if the Bonds are not issued and sold within eighteen months from the date on which this ordinance is approved by the Mayor or Acting Mayor of the City, the authorization provided in this ordinance for the City to issue and sell the Bonds shall expire; provided however, that the Board of Finance of the City may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for two additional terms not to exceed nine months each. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this ordinance. If an extension is granted, notice of such extension and the reasons therefor shall be sent to the City Council.

SEC. 10. *And be it further ordained*, That the provisions of this ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of the ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which the ordinance or any part thereof is in applicable had been specifically exempted therefrom.

SEC. 11. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 519

(Council No. 896)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(L AND R PARTNERSHIP PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,000,000 pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs of the completion by L and R Partnership, a Maryland partnership, of a certain project in Baltimore City consisting of the acquisition of the real property known as 2700 Loch Raven Road located in Baltimore City, and the improvements thereon, the renovation of such improvements, and the purchase and installation of certain machinery and equipment therein, to be owned by L and R Partnership, and leased to various tenants, for use as office space, shop buildings for light manufacturing and storage buildings; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 14, 1981 from L and R Partnership to the City; making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such

bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that L and R Partnership shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the completion of such project; providing that such bonds (or bond anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with

the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 14, 1981 (the "Letter of Intent") from L and R Partnership, a Maryland partnership (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the completion by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$1,000,000 (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition of a tract of land containing approximately 8.13 acres, known as 2700 Loch Raven Road and located in Baltimore City, and the improvements thereon, (b) the renovation of such improvements, and (c) the acquisition and installation in such improvements of any or all machinery and equipment as may be necessary or useful in connection with the operation thereof. Upon completion, the Project will be owned and operated by the Borrower as a general light manufacturing building with office, shop and storage space and leased to various tenants for use as office space, shop buildings for light manufacturing and storage buildings.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the

"Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the costs of completion of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing of the costs of such completion as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in

connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$1,000,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the completion of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance;

nance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by the Chief, Bureau of Treasury Management of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the completion of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes.

In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, and as soon as, the reason for deferring the issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the Bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board,

after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council. To the extent that neither the Bonds nor such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 20, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 520

(Council No. 149)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell at either public or private sale, all of the interest of the Mayor and City Council of Baltimore in and to a certain parcel of land no longer needed for public use, described as Rear of 15 E. Hughes Street,

Ward 22, Section 10, Block 896, Lot 128/129, and located generally in the Federal Hill Area of Baltimore, Maryland.

BY authority of
Article V—Comptroller
Section 5(b)
Baltimore City Charter (1964 Revision, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5(b) of the City Charter, all of the interest of the Mayor and City Council of Baltimore in and to a certain parcel of land situated in Baltimore, Maryland and described as follows:

Rear of 15 East Hughes Street, Ward 22,
Section 10, Block 896, Lot 128/129

Said property being no longer needed for public use.

SEC. 2. *And be it further ordained*, That no deed or deeds shall pass in accordance herewith until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 521

(Council No. 485)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL
USE PARKING LOT IN THE PARKING
LOT DISTRICT

FOR the purpose of granting permission for the establishment, maintenance and operation of an open off-street

parking area on the properties located at 12, 14, 16, 18, 20, 26, 28 and 30 E. Lanvale Street plus 1705, 1709 and 1711 Lovegrove Street as outlined in red on the plats accompanying this ordinance.

BY authority of

Article 30—Zoning

Sections 9.0-3d and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted for the establishment, maintenance and operation of an open off-street parking area on the properties located at 12, 14, 16, 18, 20, 26, 28 and 30 E. Lanvale Street plus 1705, 1709 and 1711 Lovegrove Street as outlined in red on the plats accompanying this ordinance, under the provisions of Sections 9.0-3d and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning".

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 522

(Council No. 591)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell either at public or private sale all the interest of the Mayor and City Council of Baltimore in and to a certain parcel of land no longer needed for public use located in Block 2108-C, a Portion of Lot 6.

BY authority of

Article V—Comptroller

Section 5(b)

Baltimore City Charter (1964 Revision as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5(b) of the City Charter, all of the interest of the Mayor and City Council of Baltimore in and to that parcel of land situate in Baltimore, Maryland, and described as follows:

BEGINNING for the same at the northeasternmost extremity of the northwest side of Peak Avenue, 50 feet wide, said point of beginning being the beginning of the last line of the first parcel of land conveyed by The Most Reverend William D. Borders, Roman Catholic Archbishop of Baltimore, a corporation sole, and Associated Catholic Charities Inc. to Mayor and City Council of Baltimore by deed dated March 25, 1975 and recorded among the Land Records of Baltimore City in Liber R.H.B. No. 3219 folio 448 and running thence binding on the northwest side of said Peak Avenue and on part of the last line of the first parcel of land described in said deed, there situate, as now surveyed, South 71°-45'-40" West 199.84 feet; thence for new lines of division through said parcel of land the four following courses and distances; namely, North 17°-09'-50" East 26.75 feet, North 34°-41'-20" East 122.12 feet, North 44°-48'-05" East 141.67 feet and North 61°-09'-45" East 184.34 feet to intersect the sixteenth line of the first parcel of

land described in said deed; thence binding on part of the sixteenth line of the first parcel of land described in said deed, to the end thereof, and on the right of way line of through highway for Interstate Route No. 95, there situate, South 35°-00'-19" West 144.92 feet, thence binding on the seventeenth line of the first parcel of land described in said deed, and on the right of way line of through highway for Interstate Route No. 95, there situate, South 24°-05'-20" West 138.76 feet; thence binding on the eighteenth line of the first parcel of land described in said deed, and on the right of way line of through highway for Interstate Route No. 95, there situate, as now surveyed, South 31°-38'-56" West 14.41 feet to the northeasternmost extremity of said Peak Avenue and thence binding on the northeasternmost extremity of said Peak Avenue and on the nineteenth line of the first parcel of land described in said deed, there situate, as now surveyed, North 18°-14'-45" West 5.04 feet to the place of beginning.

Said property no longer needed for public use.

SEC. 2. *Be it further ordained*, That no deed or deeds shall pass in accordance herewith until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 523

(Council No. 617)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell at either public or private sale all of the interest of the Mayor and City Council of Baltimore in and to certain streets and alleys or portions

thereof lying within the area of the ~~East Area Partnership Urban Renewal Project~~ ORLEANS SQUARE URBAN DEVELOPMENT ACTION GRANT in accordance with a plat thereof numbered 339-A-1, prepared by the Surveys and Records Division and filed in the Office of the Department of Public Works, on the 18th day of December, 1980. Said streets and alleys no longer needed for public use and duly condemned and opened by ordinance.

BY authority of

Article V—Comptroller

Section 5(b)

Baltimore City Charter (1964 Revision, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5(b) of the City Charter, all of the interest of the Mayor and City Council of Baltimore in and to certain streets and alleys or portions thereof, duly condemned and opened by ordinance, situate in Baltimore, Maryland, and described as follows:

1. An alley, 4 feet wide, laid out 46 feet south of Orleans Street, 66 feet wide, and extending from Bradford Street, 20 feet wide, Westerly 61 feet to a 14 foot alley laid out 61 feet west of said Bradford Street and designated as Parcel No. 1.

2. An alley, 14 feet wide, laid out 61 feet west of Bradford Street, 20 feet wide, and extending from the northernmost extremity thereof, Southerly 13 feet, more or less, to the line of the south outline of the property known as No. 237 North Patterson Park Avenue, if projected easterly, and designated as Parcel No. 2.

3. Bradford Street, 20 feet wide, and extending from Orleans Street, 66 feet wide, Southerly 290 feet, more or less, to the line of the north side of a 10 foot alley laid out 75 feet north of Fayette Street, 70 feet wide, if projected easterly and designated as Parcel No. 3.

The said parcels being delineated and particularly shown on Plat No. 339-A-1, prepared by the Surveys and Records

Division and filed in the office of the Department of Public Works, on the 18th day of December, 1980, and is now on file in said office.

Said parcels being no longer needed for public use.

SEC. 2. *Be it further ordained*, That no deed or deeds shall pass in accordance herewith until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 524

(Council No. 619)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell either at public or private sale all the interest of the Mayor and City Council of Baltimore in and to a certain parcel of land no longer needed for public use located in Block 4050B, a Portion of Lot 12 and known as a 25' Lot Abutting 620 E. 34th Street.

BY authority of

Article V—Comptroller

Section 5(b)

Baltimore City Charter (1964 Revision as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5(b) of the City Charter, all of the interest of the Mayor and City

Council of Baltimore in and to that parcel of land situate in Baltimore, Maryland, and described as follows:

BEGINNING for the same at a point on the north side of 34th Street, laid out 66 feet wide, distant 553.50 feet easterly measured along the north side of said 34th street from the east side of Old York Road, said point of beginning being the beginning of a parcel of land conveyed by Mary Clemens and Husband to the Mayor and City Council of Baltimore by deed dated January 12, 1909 and recorded among the Land Records of Baltimore City in Liber S.C.L. No. 2475, Folio 430 and running thence binding on the north side of said 34th Street the two following courses and distances; namely, North $87^{\circ}-04'-21''$ East 11.80 feet and Due East 13.22 feet; thence for a new line of division through the property now or formerly owned by the Mayor and City Council of Baltimore, known as School No. 51, North $00^{\circ}-11'-40''$ East 82.52 feet to intersect the line of a north outline of the property, known as School No. 51, if projected easterly; thence binding in part reversely on said line so projected, in part on a north outline of last said property, and in all, North $82^{\circ}-37'-00''$ West 25.20 feet to the westernmost outline of the property known as School No. 51, and thence binding on the westernmost outline of last said property, South $00^{\circ}-11'-40''$ West 86.36 feet to the place of beginning and containing 2106.99 square feet or 0.0484 acre of land, more or less.

All courses and distances in the above description are referred to the true meridian as adopted by the Baltimore Survey Control System.

Said property being no longer needed for public use.

SEC. 2. *Be it further ordained*, That no deed or deeds shall pass in accordance herewith until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 525

(Council No. 734)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
PARKING LOT

FOR the purpose of granting permission for the establishment, maintenance and operation of an open off-street parking area on the properties located at 2910 and 2912 Evergreen Avenue, as outlined in red on the plats accompanying this ordinance.

BY authority of

Article 30—Zoning

Sections 4.5-1 and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted for the establishment, maintenance and operation of an open off-street parking area on the properties located at 2910 and 2912 Evergreen Avenue, as outlined in red on the plats accompanying this ordinance, under the provisions of Sections 4.5-1 and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning".

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 526

(Council No. 795)

AN ORDINANCE concerning

SUPPLEMENTARY APPROPRIATION—
POLICE DEPARTMENT

FOR the purpose of providing a supplementary general fund appropriation in the amount of Five Hundred Thousand Dollars (\$500,000) to the Police Department to be used for overtime patrols in high crime areas of the City.

BY authority of

Article VI—Board of Estimates

Section 2(h)(3)

Baltimore City Charter (1964 Revision as amended)

WHEREAS, the money appropriated herein represents revenue produced by Interest Earnings on Investments in excess of the amount from this source estimated and relied upon by the Board of Estimates in determining the tax levy required to balance the budget for the 1982 fiscal year, and said money is therefore available for appropriation to the Police Department pursuant to the provisions of Article VI, Section 2(h)(3) of the Baltimore City Charter (1964 Revision as amended); and

WHEREAS, the additional sum here appropriated is for a program included in the current principal Ordinance of Estimates and is made necessary by a material change in circumstances since the formulation and adoption of such Ordinance, in accordance with Article VI, Section 2(h)(3) of said Charter; and

WHEREAS, the supplementary general fund appropriation ordained herein has been recommended to the City Council by the Board of Estimates, said recommendation having been made at a regular meeting of said Board held on the 16th day of September, 1981, all in accordance with Article VI, Section 2(h)(3) of said Charter.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That under the provisions of Article VI, Section 2 of the 1964 revision of the Charter of Baltimore

City, the sum of Five Hundred Thousand Dollars (\$500,000) shall be made available to the Police Department as a supplementary general fund appropriation for the fiscal year ending June 30, 1982, for the purpose of overtime patrols in high crime areas of the City. The amount thus made available as a supplementary general fund appropriation shall be expended from revenue derived from Interest Earnings on Investments in excess of the amount from this source which was estimated and relied upon by the Board of Estimates in determining the tax levy required to balance the budget for the 1982 fiscal year; and said funds from said Interest Earnings on Investments shall be the source of revenue for this supplementary general fund appropriation, as required by Article VI, Section 2 of the Baltimore City Charter (1964 Revision as amended).

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 527

(Council No. 796)

AN ORDINANCE concerning

SUPPLEMENTARY APPROPRIATION—
JAIL BOARD

FOR the purpose of providing a supplementary general fund appropriation in the amount of Six Hundred Eighty Thousand Two Hundred Forty-Six Dollars and Seventy-Two Cents (\$680,246.72) to the Jail Board to be used for paying for expenditures made in fiscal 1981 to guard male prisoners.

BY authority of

Article VI—Board of Estimates

Section 2(h)(3)

Baltimore City Charter (1964 Revision as amended)

WHEREAS, the money appropriated herein represents surplus general funds arising in the preceding fiscal year which became a part of the general revenue of the City in excess of the amount estimated and relied upon by the Board of Estimates in determining the tax levy required to balance the budget for the current fiscal year, and said money is therefore available for general expenditures of the City in the current fiscal year, as provided in Article VI, Section 2(i) of the 1964 revised Charter of Baltimore City as amended; and

WHEREAS, the additional sum here appropriated is for a program included in the current principal Ordinance of Estimates and is made necessary by a material change in circumstances since the formulation and adoption of such Ordinance, in accordance with Article VI, Section 2(h) (3) of said Charter; and

WHEREAS, the supplementary general fund appropriation ordained herein has been recommended to the City Council by the Board of Estimates, said recommendation having been made at a regular meeting of said Board held on the 16th day of September, 1981, all in accordance with Article VI, Section 2(h) (3) of said Charter.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That under the provisions of Article VI, Section 2 of the 1964 revision of the Charter of Baltimore City as amended, the sum of Six Hundred Eighty Thousand Two Hundred Forty-Six Dollars and Seventy-Two Cents (\$680,246.72) shall be made available to the Jail Board as a supplementary general fund appropriation for the fiscal year ending June 30, 1982, for the purpose of paying for expenditures made in fiscal 1981 to guard male prisoners. The amount thus made available as a supplementary general fund appropriation shall be expended from surplus general funds of the Mayor and City Council of Baltimore carried over from the preceding budget year; and said funds from the said surplus shall be the source of revenue for this supplementary general fund appropriation, as required by Article VI, Section 2 of the Baltimore City Charter (1964 Revision as amended).

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 528

(Council No. 797)

AN ORDINANCE concerning

SUPPLEMENTARY APPROPRIATION—
COMMUNITY COLLEGE OF BALTIMORE

FOR the purpose of providing a supplementary general fund appropriation in the amount of One Million Five Thousand Nine Hundred Sixty-Five Dollars and Fourteen Cents (\$1,005,965.14) to the Community College of Baltimore to be used for paying for expenditures made in fiscal 1981 to carry on various College activities.

BY authority of

Article VI—Board of Estimates

Section 2(h) (3)

Baltimore City Charter (1964 Revision as amended)

WHEREAS, the money appropriated herein represents surplus general funds arising in the preceding fiscal year which became a part of the general revenue of the City in excess of the amount estimated and relied upon by the Board of Estimates in determining the tax levy required to balance the budget for the current fiscal year, and said money is therefore available for general expenditures of the City in the current fiscal year, as provided in Article VI, Section 2(i) of the 1964 revised Charter of Baltimore City as amended; and

WHEREAS, the additional sum here appropriated is for a program included in the current principal Ordinance of Estimates and is made necessary by a material change in circumstances since the formulation and adoption of such Ordinance, in accordance with Article VI, Section 2(h) (3) of said Charter; and

WHEREAS, the supplementary general fund appropriation ordained herein has been recommended to the City Council by the Board of Estimates, said recommendation having been made at a regular meeting of said Board held on the 16th day of September, 1981, all in accordance with Article VI, Section 2(h) (3) of said Charter.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That under the provisions of Article VI, Section 2 of the 1964 revision of the Charter of Baltimore City as amended, the sum of One Million Five Thousand Nine Hundred Sixty-Five Dollars and Fourteen Cents (\$1,005,965.14) shall be made available to the Community College of Baltimore as a supplementary general fund appropriation for the fiscal year ending June 30, 1982, for the purpose of paying for expenditures made in fiscal 1981 to carry on various College activities. The amount thus made available as a supplementary general fund appropriation shall be expended from surplus general funds of the Mayor and City Council of Baltimore carried over from the preceding budget year; and said funds from the said surplus shall be the source of revenue for this supplementary general fund appropriation, as required by Article VI, Section 2 of the Baltimore City Charter (1964 Revision as amended).

Provided that said sum of One Million Five Thousand Nine Hundred Sixty-Five Dollars and Fourteen Cents (\$1,005,965.14) shall be appropriated as follows:

Program 430, Administrative and Technical/ Support Services	\$269,851.73
Program 432, Operational Plant Maintenance	399,864.55
Program 433, Student Services	336,248.86

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 21, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 529

(Council No. 746)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
DRIVE-IN RESTAURANT

FOR the purpose of granting permission for the establishment, maintenance and operation of a drive-in restaurant on the property on the south side of Pulaski Highway and the east side of Highland Avenue, known as 3401 Pulaski Highway, as outlined in red on the plats accompanying this ordinance.

BY authority of

Article 30—Zoning

Sections 6.3-1d and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted for the establishment, maintenance and operation of a drive-in restaurant on the property on the south side of Pulaski Highway and the east side of Highland Avenue, known as 3401 Pulaski Highway, as outlined in red on the plats accompanying this ordinance, under the provisions of Sections 6.3-1d and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning".

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved October 28, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 530

(Council No. 895)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(POLK AUDIO PROJECT)

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore (the "City") to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Polk Audio Project)", in the aggregate principal amount not to exceed \$3,000,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision) as amended, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 1915-1919 Annapolis Road, and certain improvements and equipment in connection therewith, or stock in a corporation owning such property, or substitute property located elsewhere in Baltimore City, to be operated as an audio equipment manufacturing, and general manufacturing and distribution center, facility by Klopfer Associates, a Maryland limited partnership, or such other entity as it designates, including payment of the necessary expenses of preparing, printing and selling such bonds and payment of interest on such bonds during the period of leasing and acquisition of such property (such period not to exceed three years follow-

ing the date of such bonds); authorizing the Mayor of the City to accept, on behalf of the City, a letter of intent from Polk Audio, Inc. and Klopfer Associates addressed to the City dated October 9, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, conditions, provisions, manner or method of issuing, selling and delivering, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bonds; authorizing the private (negotiated) sale of such bonds; providing that Polk Audio, Inc. and Klopfer Associates shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition and installment of such project; providing for the expiration of the authorization of the transaction approved by this Ordinance, if such bonds are not issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the authorization is extended by the Board of Finance as provided in this Ordinance; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale, delivery and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue, sell and deliver revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore

City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Polk Audio, Inc. and Klopfer Associates, a Maryland corporation and a Maryland limited partnership, respectively or such other entity as Klopfer Associates may designate (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation (from time to time hereinafter referred to collectively as the "acquisition") by the Borrower of a certain project to be located in Baltimore City, Maryland (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$3,000,000 (the "Bonds") and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project and the acquisition thereof, will consist generally of (a) the lots of land, improvements, and equipment located at 1915-1919 Annapolis Road in Baltimore City, (b) the expansion and installation in the building located there, which has 160,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof, or stock in a corporation owning such property, or substitute property located elsewhere in Baltimore City. The Project will be operated by the Borrower for use by the Borrower as an audio equipment manufacturing, and general manufacturing and distribution center, facility.

The Loan Agreement will require Borrower (a) to use the proceeds of the Bonds solely to finance the completion of the acquisition, improvement and/or renovation of the Project, payment of expenses of issuance of the Bonds, and payment of interest on the

Bonds during a period not to exceed three years following the date of the Bonds, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium, if any, on the Bonds when and as the same shall become due and payable.

As security for the Bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement (the "Assignment") with (i) the original purchaser of the Bonds (the "Original Purchaser"), if on the date of delivery of the Bonds the acquisition of the Project has been completed, or (ii) the Original Purchaser and a trustee (which may be the Original Purchaser) (collectively, the "Project Fund Trustee"), if on the date of delivery of the Bonds the acquisition of the Project has not been completed. Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the Bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (with-

out limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the Bonds.

The Bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purposes of financing the costs of the Project, the expenses of issuance of the Bonds, and interest with respect to the Bonds during a period not to exceed three years following the date of the Bonds, will facilitate and expedite the completion of the acquisition of the Project by the Borrower.

(2) The completion of the acquisition of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) The Bonds and the interest thereon shall not be general obligations of the City, and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest

thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. If a Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into, and the Project has not been completed on or before the date of delivery of the Bonds, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund created under the Assignment. If an Assignment is entered into, and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that no Project Fund will be created under the Assignment and that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution. The security for the Bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any lien or security interest created with respect to any property as security for the Loan or the Bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the Bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the Bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Bonds, the Baltimore City, Maryland Industrial Development Revenue Bonds (Polk Audio Project), in the aggregate principal amount not to exceed \$3,000,000, subject to the provisions of this Ordinance and such terms, conditions and provisions prescribed by the Board of Finance of the City. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the

City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Polk Audio Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan

Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of ~~\$700,000~~ \$3,000,000 as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which the Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds and their issuance;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details and conditions of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required by the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for such purpose. If the Trust Agreement is entered into, the proceeds of the Bonds will be paid directly to the Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement to be approved by the Board in the Resolution. If an Assignment is entered into and the Project has not been completed, the Board will provide in the Resolution that the proceeds will be paid directly to the Project Fund Trustee and deposited by the Project Fund Trustee into the Project Fund thereby created under this Assignment, or if the Assignment is entered into and the Board finds and determines that the Project has been or will be completed on or before the date of delivery of the revenue

bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside or pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval

of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That, if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved October 28, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 531
(Council No. 770)

AN ORDINANCE concerning

RESERVED PARKING—REPEAL

FOR the purpose of repealing Ordinance No. 233, approved February 2, 1981, rescinding the reserved parking space on Lorena Avenue near Marbourne Avenue.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Ordinance No. 233, approved February 2, 1981, be and the same is hereby repealed and the reserved parking on Lorena Avenue near Marbourne Avenue therein provided is hereby rescinded.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect upon the date of its passage.

Approved October 29, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 532
(Council No. 803)

AN ORDINANCE concerning

SUPPLEMENTARY APPROPRIATION—
DEPARTMENT OF HOUSING AND
COMMUNITY DEVELOPMENT

FOR the purpose of providing a supplementary special fund appropriation in the amount of Nine Hundred Sixty-Eight Thousand Dollars (\$968,000) to the Department of Housing and Community Development to be used for implementing the Baltimore Region Area-wide Housing Opportunity Plan.

BY authority of

Article VI—Board of Estimates

Section 2(h)(2)

Baltimore City Charter (1964 Revision as amended)

WHEREAS, the money appropriated herein represents a grant from a public source which could not be expected with reasonable certainty at the time of formulation of the fiscal 1982 Ordinance of Estimates; and

WHEREAS, the supplementary special fund appropriation ordained herein has been recommended to the City Council by the Board of Estimates, the said recommendation having been made at a regular meeting of said Board held on the 23rd day of September, 1981, all in accordance with Article VI, Section 2(h)(2) of the Baltimore City Charter (1964 Revision as amended).

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That under the provisions of Article VI, Section 2(h)(2) of the 1964 revision of the Charter of Baltimore City, the sum of Nine Hundred Sixty-Eight Thousand Dollars (\$968,000) shall be made available to the Department of Housing and Community Development of the City of Baltimore as a supplementary special fund appropriation for the fiscal year ending June 30, 1982 for the purpose of implementing the Baltimore Region Area-wide Housing Opportunity Plan. The amount thus made available as a supplementary special fund appropriation shall be expended from a grant of funds to the Mayor and City Council of Baltimore by the U.S. Department of Housing and Urban Development, said sum being specifically allotted to the Mayor and City Council of Baltimore for the aforesaid purpose; and said funds from said U.S. Department of Housing and Urban Development shall be the source of revenue for this supplementary special fund appropriation, as required by Article VI, Section 2 of the Baltimore City Charter (1964 Revision as amended).

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved October 29, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 533

(Council No. 559)

AN ORDINANCE concerning

BUILDING CODE WAIVER—
322-328 N. CHARLES STREET

FOR the purpose of waiving a provision of the Building Code to permit the construction and maintenance of two cloth banners projecting from 322-328 N. Charles Street.

BY waiving

Article 32—Building Code

Paragraph 2106

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Section 2106 of Article 32, of the Building Code of Baltimore City, be waived in order to permit the construction and maintenance of two cloth banners not more than forty-four inches from the east wall of the improvements known as 322 thru 328 N. Charles Street into the adjoining sidewalk area. Except as in this ordinance specifically provided, all ordinances and all rules and regulations of the Mayor and City Council of Baltimore shall be complied with in the construction and use of said structure.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved November 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 534

(Council No. 905)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(ROCKLAND INDUSTRIES INTERNATIONAL
PAPER PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 473 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to conform references to the principal amount of the industrial development revenue bonds authorized by Ordinance No. 473 and to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Rockland Industries International Paper Project)".

BY repealing and re-enacting, with amendments, Section 7 of Ordinance No. 473 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 473, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Rockland Industries International Paper Project), in the aggregate principal amount not to exceed \$3,400,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Rockland Industries, Inc., a Maryland corporation (the "Borrower"), for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 1601 Edison Highway, and certain improvements and equipment in connection therewith, to be operated as a textile manufacturing, distribution, and office facility (the "Project"); and

WHEREAS, the City has been advised by the Borrower that technical correction is required to conform a reference in Section 7 of the Ordinance to the amount of the Bonds referred to elsewhere in the Ordinance; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to Section 7 to conform all references in the Ordinance to the amount of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That Section 7 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 7. *And be it further ordained*, That, the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of **[\$700,000]** \$3,400,000 as the Board shall prescribe in the Resolution.

SEC. 2. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 535

(Council No. 906)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(BALTIMORE CAR & TRUCK RENTAL PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 474 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to conform references to a property address and to the principal amount of the industrial development revenue bonds authorized by Ordinance No. 474 and to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Car & Truck Rental Project)".

BY repealing and re-enacting, with amendments, Section 7 of Ordinance No. 474 of Mayor and City Council of Baltimore, approved October 14, 1981.

BY repealing and re-enacting, with amendments, paragraph 3 of the RECITALS of Ordinance No. 474 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 474, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Baltimore Car & Truck Rental Project), in the aggregate principal amount not to exceed \$650,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Baltimore Car & Truck Rental, Inc. and Leasing Syndications, Ltd., Maryland corporations (the "Borrower"), for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and

renovation of the property situate at 1425-55 Ridgely Street, and certain improvements and equipment in connection therewith, or similar substitute property, to be operated as a vehicle maintenance, storage and rental facility (the "Project"); and

WHEREAS, the City has been advised by the Borrower that technical correction is required to conform a reference in Section 7 of the Ordinance to the amount of the Bonds referred to elsewhere in the Ordinance; and

WHEREAS, the City has been advised by the Borrower that technical correction is required to conform a reference in paragraph 3 of the RECITALS of the Ordinance to the property address; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to Section 7 to conform all references in the Ordinance to the amount of the Bonds and to paragraph 3 of the RECITALS.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That Section 7 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 7. *And be it further ordained*, That, the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of **[\$700,000]** \$650,000 as the Board shall prescribe in the Resolution.

SEC. 2. *Be it ordained by Mayor and City Council of Baltimore*, That paragraph 3 of the RECITALS is hereby repealed, amended, and re-enacted as follows:

The Project and the acquisition thereof, will consist generally of (a) the acquisition of the lots of land, improvements, and equipment located at [1525-55] 1425-55 Ridgely Street or at a similar substitute location elsewhere in Baltimore City, (b) the acquisition and installation in the building located there, which has 8,000 square feet, more or less, of usable space, of any or all other improvements therein as may be necessary or useful in connection with the operation thereof. The Project will be operated by the Borrower for use by the Borrower as a vehicle maintenance, storage and rental facility.

SEC. 3. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 536

(Council No. 907)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(LEVENSON & KLEIN, INC. PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 497 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to conform references to the principal amount of the industrial development revenue bonds authorized by Ordinance No. 497 and to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Levenson & Klein, Inc. Project)".

BY repealing and re-enacting, with amendments, Section 7 of Ordinance No. 497 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 497, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Levenson & Klein, Inc. Project), in the aggregate principal amount not to exceed \$1,000,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Levenson & Klein, Inc., a Maryland corporation (including its assigns) (the "Borrower"), for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the expansion, improvement, and renovation of the property situate at 4401 Erdman Avenue or substitute property elsewhere in Baltimore, and certain improvements and equipment in connection therewith, to be operated as a furniture and general merchandise distribution and office facility (the "Project"); and

WHEREAS, the City has been advised by the Borrower that technical correction is required to conform a reference in Section 7 of the Ordinance to the amount of the Bonds referred to elsewhere in the Ordinance; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to Section 7 to conform all references in the Ordinance to the amount of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Section 7 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 7. *And be it further ordained*, That, the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of **[\$700,000]** \$1,000,000 as the Board shall prescribe in the Resolution.

SEC. 2. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 537

(Council No. 908)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS--
(THE ZAMOISKI CO. PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 498 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to conform references to the principal amount of the industrial development revenue bonds authorized by Ordinance No. 498 and to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (The Zamoiski Co. Project)".

BY repealing and re-enacting, with amendments, Section 7 of Ordinance No. 498 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 498, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"),

authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (The Zamoiski Co. Project), in the aggregate principal amount not to exceed \$7,000,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to The Zamoiski Co., a Maryland corporation (including its assigns) (the "Borrower"), for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the expansion, improvements, and renovation of the property situate at 1101 DeSoto Road, and certain improvements and equipment in connection therewith, to be operated as a housewares, electronics, appliances, and general merchandise distribution center facility (the "Project"); and

WHEREAS, the City has been advised by the Borrower that technical correction is required to conform a reference in Section 7 of the Ordinance to the amount of the Bonds referred to elsewhere in the Ordinance; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to Section 7 to conform all references in the Ordinance to the amount of the Bonds.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That Section 7 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 7. *And be it further ordained*, That, the Bonds shall be executed, issued and delivered at any time or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of **[\$700,000]** \$7,000,000 as the Board shall prescribe in the Resolution.

SEC. 2. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 538

(Council No. 714)

AN ORDINANCE concerning

URBAN RENEWAL—LOFT DISTRICT—
AMENDMENT NO. 2

FOR the purpose of amending the Urban Renewal Plan for the Loft District Urban Renewal Area to, among other things, (1) revise the project boundary to exclude the area bounded by Fayette Street on the north, Paca Street on the west, Park Avenue on the east and Napoleon Alley and Baltimore Street on the south, and, to expand the project boundary easterly to include the block bounded by the west side of Hopkins Plaza and the north side of Lombard Street; (2) authorize the acquisition of certain properties by the Mayor and City Council of Baltimore; (3) create new disposition lots for commercial development; (4) revise certain objectives of the Urban Renewal Plan; (5) prohibit sandblasting as a means of cleaning masonry facades on all properties in the Loft District; ~~(6) prohibit certain types of signs on private properties and provide time limits for removal of such signs;~~ (7) (6) provide a penalty for violation of ~~these prohibitions~~ THIS PROHIBITION on sandblasting and signs; ~~(8)~~ (7) revise Appendix A and the Ex-

hibits attached to the Urban Renewal Plan to reflect changes being proposed in Amendment No. 2; ~~(9)~~ (8) waive such requirements, if any, as to content or procedure for the preparation, adoption and approval of renewal plans as set forth in Article 13 of the Baltimore City Code (1976 Edition, as amended) which the Urban Renewal Plan for the Loft District may not meet; ~~(10)~~ (9) provide for the separability of the various parts and applications of this ordinance; ~~(11)~~ (10) provide that where the provisions of this ordinance shall conflict with any other ordinance, code or regulation in force in the City of Baltimore, the provision which establishes the higher standard shall prevail; and ~~(12)~~ (11) provide for an effective date hereof.

WHEREAS, an Urban Renewal Plan for the Loft District was first approved by the Mayor and City Council of Baltimore by Ordinance No. 403, dated July 22, 1977, and last amended by Ordinance No. 944, dated January 29, 1979; and

WHEREAS, pursuant to Article 13 of the Baltimore City Code (1976 Edition, as amended), no substantial change or changes shall be made in any renewal plan, after approval by ordinance, without such change or changes first being adopted and approved in the same manner as set forth in said Article 13 for the approval of a renewal plan, namely the preparation of such change or changes by the Department of Housing and Community Development, the approval of such change or changes by the Director of the Department of Planning, and approval and adoption by an ordinance of the Mayor and City Council of Baltimore after a public hearing in relation thereto, all in the manner set forth in said Article 13; and

WHEREAS, extensive changes in the Urban Renewal Plan make it infeasible to make line-by-line changes; therefore, the Department of Housing and Community Development has prepared an amended Urban Renewal Plan for the Loft District; and

WHEREAS, said amended Urban Renewal Plan for the Loft District has been approved by the Director of the Department of Planning with respect to its conformity as to the Master Plan, the detailed location of any public im-

provements proposed in the amended Renewal Plan, its conformity as to the rules and regulations for subdivisions, and its conformity to existing zoning classifications; and said amended Renewal Plan has been approved and recommended to the Mayor and City Council of Baltimore by the Commissioner of the Department of Housing and Community Development; now, therefore,

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the amended Urban Renewal Plan for the Loft District, identified as "Urban Renewal Plan, Loft District . . . revised to include Amendment No. 2, dated ~~March 2, 1981~~ OCTOBER 26, 1981," is hereby approved and the Clerk of the City Council is hereby directed to file a copy of said amended Urban Renewal Plan with the Department of Legislative Reference as a permanent public record and make the same available for public inspection and information.

SEC. 2. *And be it further ordained*, That the boundaries of the Loft District Urban Renewal Area shall be revised to exclude the area bounded by Fayette Street on the north, Paca Street on the west, Park Avenue on the east and Napoleon Alley and Baltimore Street on the south, and, to expand the project boundary easterly to include the block bounded by the west side of Hopkins Plaza and the north side of Lombard Street; therefore, Section 2 of Ordinance No. 944, approved January 29, 1979, is hereby amended to read as follows:

Beginning for the same at the point formed by the intersection of the [south side of Fayette Street and the west side of Park Avenue and running thence binding on the west side of said Park Avenue southerly to intersect the north side of Fairmount Avenue, crossing Fairmount Avenue, southerly and binding in part on the northwest side of Park Avenue and in part on the line of last said Park Avenue, if projected southwesterly, crossing Baltimore Street to intersect the south side of Baltimore Street; thence binding on the south side of said Baltimore Street westerly to intersect the east side of Howard Street; thence binding on the east side of Howard Street southerly to intersect the north side of Lombard Street; thence

binding on the north side of Lombard Street, if projected westerly crossing Howard Street, westerly to intersect the west side of said Howard Street; **]** *south side of Baltimore Street and the west side of Hopkins Plaza and running thence binding on the west side of Hopkins Plaza southerly to intersect the north side of Lombard Street; thence binding on the north side of Lombard Street, crossing Howard Street, westerly to intersect the west side of Howard Street; thence binding on the west side of Howard Street southerly to intersect the north side of Lombard Street; thence binding on the north side of Lombard Street, crossing Eutaw Street, westerly to intersect the east side of Paca Street; thence binding on the east side of Paca Street, crossing Lombard Street, Lemmon Street and Pratt Street southerly to intersect the line of the northwest side of Washington Boulevard, if projected northeasterly; thence binding in part reversely on last said line so projected, on the northwest side of Washington Boulevard, crossing Paca Street, Dover Street and Portland Street, southwestly to intersect the line of the east side of Greene Street, if projected southerly; thence binding in part reversely on last said line so projected, on the east side of Greene Street, crossing Portland Street, Dover Street and Pratt Street northerly to intersect the north side of Pratt Street; thence binding on the north side of Pratt Street westerly to intersect the center line of Greene Street; thence binding on the center line of Greene Street, crossing ~~Lombard~~ LEMMON Street and ~~Lemmon~~ LOMBARD Street, northerly to intersect the north side of Lombard Street; thence binding on the north side of Lombard Street, crossing Greene Street, easterly to the west outline of the property known as No. 40/42 South Paca Street; thence binding on the west outline of the properties known as No's 40/42 through and including 32/34 South Paca Street northerly to the north outline of the property known as No. 32/34 South Paca Street northerly to the north outline of the property known as 32/34 South Paca Street; thence binding in part on the north outline of last said property **[.]** and in part on the line of the north outline of last said property if projected easterly, to intersect the center line of Paca Street; thence binding on the center line of **[Paca** Street, crossing Cider Alley, Redwood Street, Baltimore Street, and Fairmount Avenue to intersect the south side of*

Fayette Street; thence binding on the south side of Fayette Street easterly to the place of beginning.】 *Paca Street, crossing Cider Alley and Redwood Street, northerly to intersect a line extending the north side of Napoleon Alley; thence running reversely on said line extending the north side of Napoleon Alley easterly to intersect the west side of Eutaw Street; thence binding on the west side of Eutaw Street northerly to intersect the south side of Baltimore Street; thence binding on the south side of Baltimore Street easterly to intersect the west side of Howard Street; thence binding on the west side of Howard Street southerly to intersect a line extending the south side of Baltimore Street; thence binding on said line and the south side of Baltimore Street easterly to the point of beginning.*

SEC. 3. *And be it further ordained,* That it is necessary to acquire, by purchase or by condemnation, for urban renewal purposes, the fee simple interest or any lesser interest in and to certain properties or portions thereof, together with all right, title, interest and estate that the owner or owners of said property interest may have in all streets, alleys, ways or lanes, public or private, both abutting the whole area described and/or contained within the perimeter of said area, situate in Baltimore City, Maryland, and described as follows:

202 S. Paca Street

511-517 W. Pratt Street

~~504-506 Washington Boulevard~~

~~508 Washington Boulevard~~

~~510 Washington Boulevard~~

~~512-516 Washington Boulevard~~

518 Washington Boulevard

520 Washington Boulevard

SEC. 4. *And be it further ordained,* That the Real Estate Acquisition Division of the Department of the Comptroller, or such person or persons and in such manner as the Board of Estimates, in the exercise of the power vested in it by Article V, Section 5, of the Baltimore City Charter, may hereafter from time to time designate, is or are authorized to acquire on behalf of the Mayor and City Council of

Baltimore and for the purposes described in this ordinance, the fee simple interest or any lesser interest in and to the properties or portions thereof hereinabove mentioned. If the said Real Estate Acquisition Division of the Department of the Comptroller, or such person or persons, and in such manner as the Board of Estimates in the exercise of the power vested in it by Article V, Section 5, of the Baltimore City Charter may hereafter from time to time designate, is or are unable to agree with the owner or owners on the purchase price for said properties or portions thereof, it or they shall forthwith notify the City Solicitor of Baltimore City, who shall thereupon institute in the name of the Mayor and City Council of Baltimore the necessary legal proceedings to acquire by condemnation the fee simple interest or any lesser interest in and to said properties or portions thereof.

SEC. 5. *And be it further ordained*, That the creation of new disposition lots for commercial development, as shown in the amended Urban Renewal Plan on Exhibit 2, Property Acquisition/Land Disposition Map, dated as revised ~~March 2, 1981~~ OCTOBER 26, 1981, is hereby approved.

SEC. 6. *And be it further ordained*, That the revised Urban Renewal Objectives contained in Section B. of the amended Urban Renewal Plan are hereby approved.

SEC. 7. *And be it further ordained*, That the cleaning of masonry facades on all properties in the Loft District by means of sandblasting shall not be permitted.

Sec. 8. *And be it further ordained*, That all new signs on private properties shall be in accordance with the Zoning Ordinance of Baltimore City, except that roof top signs, signs above the parapet of the building, billboards, or outdoor advertising signs painted or mounted on structures shall not be permitted. All signs not conforming to the above standards shall be removed within three years from the date of enactment of this ordinance, except billboards larger than sixty square feet, which shall be removed within five years from the date of enactment of this ordinance.

~~SEC. 9.~~ 8. *And be it further ordained,* That any person guilty of violating the provisions contained in Sections 7 and 8 of this Ordinance shall be guilty of a misdemeanor and shall be subject to a fine not exceeding One Hundred Dollars (\$100.00), and that each day's violation shall constitute a separate offense.

~~SEC. 10.~~ 9. *And be it further ordained,* That the following revised Appendix and Exhibits are hereby approved: Appendix A, Exterior Rehabilitation and Sign Guidelines and Standards; Exhibit 1, Land Use Plan; Exhibit 2, Property Acquisition/Land Disposition; and Exhibit 3, Zoning Districts, all dated as revised ~~March 2, 1981~~ OCTOBER 26, 1981.

~~SEC. 11.~~ 10. *And be it further ordained,* That in whatever respect, if any, the said amended Renewal Plan approved hereby may not meet the requirements as to the content of a renewal plan or the procedures for the preparation, adoption, and approval of renewal plans, as provided in Article 13 of the Baltimore City Code (1976 Edition, as amended), the said requirements are hereby waived and the amended Renewal Plan approved hereby is exempted therefrom.

~~SEC. 12.~~ 11. *And be it further ordained,* That in the event it be judicially determined that any word, phrase, clause, sentence, paragraph, section or part in or of this ordinance, or the application thereof to any person or circumstances is invalid, the remaining provisions and the application of such provisions to other persons or circumstances shall not be affected thereby, the Mayor and City Council hereby declaring that they would have ordained the remaining provisions of this ordinance without the word, phrase, clause, sentence, paragraph, section or part, or the application thereof so held invalid.

~~SEC. 13.~~ 12. *And be it further ordained,* That in any case where a provision of this ordinance concerns the same subject matter as an existing provision of any zoning, building, electrical, plumbing, health, fire or safety ordinance or code or regulation, the applicable provisions concerned shall not be construed so as to give effect to each;

provided, however, that if such provisions are found to be in irreconcilable conflict, the provision which establishes the higher standard for the promotion of the public health and safety shall prevail. In any case where a provision of this ordinance is found to be in conflict with an existing provision of any other ordinance or code or regulation in force in the City of Baltimore which establishes a lower standard for the promotion and protection of the public health and safety, the provision of this ordinance shall prevail, and the other existing provision of such other ordinance or code or regulation is hereby repealed to the extent that it may be found in conflict with this ordinance.

SEC. 14. 13. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 539

(Council No. 791)

AN ORDINANCE concerning

IMPOUNDING AREAS—PEOPLES' COURT LOT

FOR the purpose of repealing Article 31, Section 116 (1b.1), which makes the Peoples' Court Lot at the rear of 501 E. Fayette Street an impounding area.

BY repealing

Article 31—Transit and Traffic

Subtitle "Impounding Areas"

Section 116(1b.1)

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That section(s) of the Baltimore City Code (1976 Edition, as amended) be added, repealed, or amended to read as follows:

Article 31—Transit and Traffic

Impounding Areas

116. P. Street

[(1b.1) Peoples' Court Lot (rear of 501 E. Fayette Street) from the former bed of Frederick Street westerly to Gay Street.]

SEC. 2. *And be it further ordained*, That this ordinance shall take effect thirty (30) days from the date of its passage.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 540

(Council No. 792)

AN ORDINANCE concerning

REPEAL OF RESERVED PARKING ORDINANCE

FOR the purpose of repealing Ordinance No. 1112, which provided for reserved parking on the Peoples' Court Lot for judges and court personnel displaying a permit issued by the Baltimore City Bureau of General Services, and which was approved by the Mayor on June 27, 1979.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Ordinance No. 1112, approved by the Mayor on June 27, 1979, be, and it is hereby repealed.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect thirty (30) days from the date of its passage.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 541

(Council No. 793)

AN ORDINANCE concerning

RESERVED PARKING—REPEALED

FOR the purpose of repealing Ordinance No. 581, approved November 17, 1977, rescinding the reserved parking space on the south side of Redwood Street from Grant Street to a point 30 feet west thereof for Louis R. Taylor.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Ordinance No. 581, approved November 17, 1977, be and the same is hereby repealed and the reserved parking on the south side of Redwood Street from Grant Street to a point 30 feet west thereof for Louis R. Taylor is hereby rescinded.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect upon the date of its passage.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 542

(Council No. 913)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(RENAISSANCE GATEWAY CENTER PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 509 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to correct references to the industrial concern that will be loaned the proceeds of the industrial development revenue bonds authorized by

Ordinance No. 509 and presently designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Renaissance Gateway Center Project)".

BY repealing and re-enacting, with amendments, the title, the Recitals and Section 3 of Ordinance No. 509 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 509, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Renaissance Gateway Center Project), in the aggregate principal amount not to exceed \$8,500,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Renaissance Gateway Center Limited Partnership, a Maryland limited partnership (the "Borrower"), now known as Paca-Pratt Renaissance Center Limited Partnership, a Maryland limited partnership, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at the northwest corner of Paca and Pratt Streets, and certain improvements and equipment in connection therewith, to be operated as an office facility (the "Project") ; and

WHEREAS, the City has been advised by the Borrower that technical correction is required to correct the references in the title, Recitals, and Section 3 of the Ordinance to the new name of the Borrower; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will

promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to the title, Recitals, and Section 3 to correct all references in the Ordinance to the new name of the Borrower.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by Mayor and City Council of Baltimore*, That the title of the Ordinance is hereby repealed, amended, and re-enacted as follows:

AN ORDINANCE concerning

Issuance of Industrial Development Revenue Bonds
(Paca-Pratt Renaissance Center Project)

SEC. 2. *Be it further ordained*, That the phrase "designated 'Industrial Development Revenue Bonds (Renaissance Gateway Center Project)'" in the Recitals of the Ordinance is hereby repealed, amended, and re-enacted as follows:

designated "Industrial Development Revenue Bonds
(Paca-Pratt Renaissance Center Project)"

SEC. 3. *Be it further ordained*, That the first sentence of Section 3 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$8,500,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Bonds (Paca-Pratt Renaissance Center Project)", are hereby authorized, subject to the provisions of this Ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from payments on the loan to the Developer as provided herein.

SEC. 4. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 543

(Council No. 914)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(RENAISSANCE GATEWAY CENTER
PARKING PROJECT)

FOR the purpose of supplementing and amending Ordinance No. 510 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to make a technical correction to correct the references to the location of the property and the name of the industrial concern that is the subject of the industrial development revenue bonds authorized by Ordinance No. 510 and presently designated "Baltimore City, Maryland Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project)".

BY repealing and re-enacting, with amendments, the title, Recitals, and Section 3 of Ordinance No. 510 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 510, approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project), in the aggregate principal amount not to exceed \$4,500,000 (the

"Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Renaissance Gateway Center Limited Partnership, a Maryland limited partnership (the "Borrower"), now known as 518 Pratt Parking Limited Partnership, a Maryland limited partnership, for the sole and exclusive purposes of financing the costs, charges, fees and expenses in connection with the acquisition, improvement, and renovation of the property situate at 518 West Pratt Street, and certain improvements and equipment in connection therewith, to be operated as a parking facility (the "Project"); and

WHEREAS, the City has been advised by the Borrower that technical correction is required to correct the references in the title, Recitals, and Section 3 of the Ordinance to the new name of the Borrower and the location of the property; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make the technical corrections to the title, Recitals, and Section 3 to correct all references in the Ordinance to the new name of the Borrower and the location of the property.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Title of the Ordinance is hereby repealed, amended, and re-enacted as follows:

AN ORDINANCE concerning

Issuance of Industrial Development Revenue Bonds
(518 Pratt Parking Project)

SEC. 2. *Be it further ordained*, That the phrase "designated 'Industrial Development Revenue Bonds (Renaissance Gateway Center Parking Project)'" in the Recitals of the Ordinance is hereby repealed, amended, and re-enacted as follows:

designated "Industrial Development Revenue Bonds (518 Pratt Parking Project)"

SEC. 3. *Be it further ordained*, That the sentence in the Recitals of the Ordinance reading "The Facility will consist of a 1.07 acre tract of land located at 516 West Pratt Street, a masonry and steel parking building of approximately 200,000 square feet" is hereby repealed, amended, and re-enacted as follows:

The Facility will consist of a tract of land located at 518 West Pratt Street, and a masonry and steel parking building of approximately 200,000 square feet.

SEC. 4. *Be it further ordained*, That the first sentence of Section 3 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 3. *And be it further ordained*, That the issuance, sale and delivery of not exceeding \$4,500,000 aggregate principal amount of revenue bonds, hereby designated "Industrial Development Revenue Bonds (518 Pratt Parking Project)" are hereby authorized, subject to the provisions of this Ordinance, such Bonds to be solely and exclusively payable from, and secured by, the revenue derived from the payments on the loan to the Developer as provided herein.

SEC. 5. *Be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 544

(Council No. 915)

AN ORDINANCE concerning

WORTHLESS CHECKS

FOR the purpose of changing the penalty for presenting a worthless instrument in payment of any city tax, charge or fee.

BY repealing and reordaining with amendments

Article 1—Mayor, City Council and Municipal Agencies

Subtitle—Worthless Checks

Section 151

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That section(s) of the Baltimore City Code be added, repealed, or amended to read as follows:

Article 1—Mayor, City Council and Municipal Agencies

Worthless Checks

151. Presentation to city prohibited; penalty.

There is hereby imposed a charge of *fifteen dollars (\$15)* for each and every check or like written instrument which is not paid in full for any reason, other than any act of fault or neglect on the part of the Mayor and City Council of Baltimore, by the financial institution upon which it is drawn when on first return indicates 'No Funds' or 'Account Closed' or when presented a second time for payment or dishonored regardless of reason (hereinafter designated as "worthless instrument") on every person or other legal entity who presents any such worthless instrument to the Mayor and City Council of Baltimore or the Director of Finance of Baltimore City, or any of their agents or employees, in payment of any tax, charge, fee, assessment or impost of any kind levied or imposed under any law, ordinance, rule or regulation. [The charge for each such worthless instrument shall be 5 per cent of the amount of the instrument (penalty to be rounded to the nearest dollar), with a minimum charge of \$15.00.] When

the instrument is submitted in payment of more than one city bill, then this charge shall be imposed for each bill. Such [charge] *charge(s)* shall be collected by the Director of Finance of Baltimore City, and shall be a lien upon the property involved in any particular case and shall be recorded in the Tax Lien Record maintained by the [Bureau of Collections] *Collection Division* in all appropriate cases, in the same manner and to the same extent as the tax, charge, fee, assessment or impost in connection with which the worthless instrument was presented in payment is collected and is a lien upon property and is recorded in the aforesaid Tax Lien Record.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect retroactively from July 1, 1981.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 545

(Council No. 732)

AN ORDINANCE concerning

REZONING—MONTGOMERY/FEDERAL HILL AREA

FOR the purpose of changing the zoning from:

(1) the R-8 Zoning District to the R-7 Zoning District the properties located at:

(a) 102-132, 103-109, 113-125, 200-240, 203-207, 211-229 E. Montgomery Street;

(b) 102-122, 103-129, 202-228, 335-349, 401-413 Warren Avenue;

(c) 704, 711, 800-818, 801-835, 828-836, 900-920 William Street

as outlined in red on the plats accompanying this ordinance;

(2) the B-2-3 Zoning District to the R-8 Zoning District the property located at:

- (a) 900-904 Compton Street;
- (b) 4-46, 11-43, 102-104 Hamburg Street
- (c) 1000, 1010-1014, 1007-1013 Patapsco Street
- (d) 12-46, 13-19 Poultney Street;
- (e) 26-46, 3-45 Wheeling Street

as outlined in blue on the plats accompanying this ordinance;

(3) the B-3-3 Zoning District to the R-7 Zoning District the property located at:

- (a) 702 William Street

as outlined in green on the plats accompanying this ordinance.

BY amending Zoning District Maps

Sheet No. 66

Article 30—Zoning

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Sheet No. 66 of the Zoning District Maps of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning" be and it is hereby amended by changing from the R-8 Zoning District to the R-7 Zoning District the properties located at:

(a) 102-132, 103-109, 113-125, 200-240, 203-207, 211-229 E. Montgomery Street;

(b) 102-122, 103-129, 202-228, 335-349, 401-413 Warren Avenue;

(c) 704, 711, 800-818, 801-835, 828-836, 900-920 William Street

as outlined in red on the plats accompanying this ordinance; changing from the B-2-3 Zoning District to the R-8 Zoning District the properties located at:

- (a) 900-904 Compton Street
- (b) 4-46, 11-43, 102-104 Hamburg Street
- (c) 1000, 1010-1014, 1007-1013 Patapsco Street;

(d) 12-46, 13-19 Poultney Street;

(e) 26-46, 3-45 Wheeling Street

as outlined in blue on the plats accompanying this ordinance; and changing from the B-3-3 Zoning District to the R-7 Zoning District the property located at:

(a) 702 William Street

as outlined in green on the plats accompanying this ordinance.

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development, and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved November 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 546

(Council No. 709)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
NURSING HOME “(HOSPICE)”

FOR the purpose of granting permission for the establishment, maintenance and operation of a nursing home on the property known as 828 and 830 North Eutaw Street, as outlined in red on the plats accompanying this

ordinance, subject to ~~final licensure~~ CERTIFICATION by the State Department of Health and Mental Hygiene.

BY authority of

Article 30—Zoning

Sections 6.2-1d and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

and

Article 12—Hospitals

Section 1

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted to The Vestry of Mount Calvary Church, Baltimore, for the establishment, maintenance and operation of a nursing home “(hospice)” on the property located at 828 and 830 North Eutaw Street, as outlined in red on the plats accompanying this ordinance, under the provisions of Sections 6.2-1d and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title “Zoning”, and Section 1 of Article 12, title “Hospitals” of the Baltimore City Code (1976 Edition, as amended), subject to ~~final licensure~~ CERTIFICATION by the State Department of Health and Mental Hygiene.

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved November 25, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 547

(Council No. 802)

AN ORDINANCE concerning

SUPPLEMENTARY APPROPRIATION—
DEPARTMENT OF HOUSING AND
COMMUNITY DEVELOPMENT

FOR the purpose of providing a supplementary special fund appropriation in the amount of One Million One Hundred Sixteen Thousand Dollars (\$1,116,000) to the Department of Housing and Community Development to be used for energy conservation assistance to low and moderate income tenants residing in neighborhood strategy areas in Baltimore City.

BY authority of

Article VI—Board of Estimates

Section 2(h)(2)

Baltimore City Charter (1964 Revision as amended)

WHEREAS, the money appropriated herein represents a grant from a public source which could not be expected with reasonable certainty at the time of formulation of the fiscal 1982 Ordinance of Estimates; and

WHEREAS, the supplementary special fund appropriation ordained herein has been recommended to the City Council by the Board of Estimates, the said recommendation having been made at a regular meeting of said Board held on the 23rd day of September, 1981, all in accordance with Article VI, Section 2(h)(2) of the Baltimore City Charter (1964 Revision as amended).

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That under the provisions of Article VI, Section 2(h)(2) of the 1964 revision of the Charter of Baltimore City, the sum of One Million One Hundred Sixteen Thousand Dollars (\$1,116,000) shall be made available to the Department of Housing and Community Development of the City of Baltimore as a supplementary special fund appropriation for the fiscal year ending June 30, 1982 for the purpose of energy conservation assistance to low and moderate income tenants residing in neighbor-

hood strategy areas in Baltimore City. The amount thus made available as a supplementary special fund appropriation shall be expended from a grant of funds to the Mayor and City Council of Baltimore by the U.S. Department of Housing and Urban Development, said sum being specifically allotted to the Mayor and City Council of Baltimore for the aforesaid purpose; and said funds from said U.S. Department of Housing and Urban Development shall be the source of revenue for this supplementary special fund appropriation, as required by Article VI, Section 2 of the Baltimore City Charter (1964 Revision as amended).

SEC. 2. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved November 25, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 548

(Council No. 924)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
(FOODARAMA PROJECT) SERIES B

FOR the purpose of supplementing and amending Ordinance No. 445 of Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to correctly designate the Borrower as Foodarama Group, Inc. and/or a Maryland Partnership, the general partners of which shall be Ben Schuster, Paul Diamond, and David Diamond, and to designate the industrial development revenue bonds authorized by Ordinance 445 as "Baltimore City, Maryland Industrial Development Revenue Bonds (Foodarama Project)".

BY repealing and re-enacting, with amendments, Section 3 of Ordinance No. 445 of Mayor and City Council of Baltimore, approved October 14, 1981.

BY repealing and re-enacting, with amendments, paragraph 2 of the RECITALS of Ordinance No. 445 of Mayor and City Council of Baltimore, approved October 14, 1981.

RECITALS

WHEREAS, Mayor and City Council of Baltimore (the "City"), by Ordinance No. 445 approved by the Mayor of the City on October 14, 1981 (the "Ordinance"), authorized and empowered the City to issue, sell, and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its Baltimore City Maryland Industrial Development Revenue Bonds (Foodarama), in the aggregate principal amount not to exceed \$2,000,000 (the "Bonds"), subject to the provisions of the Ordinance, and to lend the proceeds thereof to Foodarama Group, Inc., a Maryland corporation (the "Borrower"), for the sole and exclusive purposes of financing the costs, charges, fees, and expenses in connection with the acquisition, improvement, and renovation of the properties situate at 5315 York Road, and 4210 Frankfort Avenue, and certain improvements and equipment in connection therewith as retail food stores (the "Project"); and

WHEREAS, the City has been advised by the Borrower that a correction is required to designate the Borrower in Paragraph 3 as Foodarama Group, Inc. and/or a Maryland Partnership, the general partners of which shall be Ben Schuster, Paul Diamond, and David Diamond; and

WHEREAS, the City has been advised by the Borrower that a technical correction is required to conform a reference in Paragraph 2 of the RECITALS of the Ordinance to the Borrower; and

WHEREAS, the City has determined that the issuance and sale of the Bonds by the City pursuant to Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), and the completion of the Project and the financing thereof, as provided in the Ordinance, will promote the declared legislative purposes of the Enabling Law and

are in the best interests of the citizens of Baltimore City, Maryland, and that in order to accomplish the public purposes of the Enabling Law and the Ordinance, it is in the best interests of the citizens of Baltimore City, Maryland, to make a technical correction to Section 3 to conform all references in the Ordinance to the Borrower.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Section 3 of the Ordinance is hereby repealed, amended, and re-enacted as follows:

SEC. 3. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City Maryland Industrial Development Revenue Bonds (Foodarama [Group, Inc.] Project) Series B", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution. The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in Resolution.

SEC. 2. *Be it ordained by the Mayor and City Council of Baltimore*, That Paragraph 2 of the RECITALS is hereby repealed, amended, and re-enacted as follows:

The City has received a letter of intent dated October 9, 1981 (the "Letter of Intent") from Foodarama Group, Inc., a Maryland corporation, and/or a Maryland Partnership, the general partners of which shall be Ben Schuster, Paul Diamond, and David Diamond (individually and collectively, the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's Industrial Development Revenue Bonds in the aggregate principal amount not to exceed \$2,000,000 (the "Bonds"), and by loaning the proceeds of the Bonds to the Borrower, upon the terms and conditions of an Industrial Building Financing Agree-

ment to be entered into, among others, the City and the Borrower (the "Financing Agreement") as permitted by the Enabling Law (such loan being herein referred to as the "Loan"), to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition of the Project by the Borrower.

SEC. 3. *And be it further ordained*, That this supplemental Ordinance shall take effect from October 14, 1981.

Approved November 25, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 549

(Council No. 794)

AN ORDINANCE concerning

CHANGE OF STREET NAME

FOR the purpose of changing the name of Cordova Avenue to Preakness Way.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the name of Cordova Avenue, a street east of Pimlico Race Track and running between W. Northern Parkway and West Belvedere Avenue, be and it is hereby changed, and that said Cordova Avenue shall hereafter be known as Preakness Way.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect thirty (30) days from the date of its passage.

Approved November 30, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 550

(Council No. 712)

AN ORDINANCE concerning

ZONING—PLANNED UNIT DEVELOPMENT

FOR the purpose of approving the application of the Mutual Housing Association of Baltimore, contract purchaser of the property on the northwest corner of The Alameda and East Cold Spring Lane, consisting of 9.9 acres, more or less, to have said property designated a Residential Planned Unit Development; and to approve the development plan submitted by the Mutual Housing Association of Baltimore, subject to the condition that in addition to the modification procedures outlined in Section 12.0-1b of the Zoning Code, future uses will be subject to design approval by the Planning Commission.

BY authority of

Article 30—Zoning

Sections 12.0-1 and 12.0-2

Baltimore City Code (1976 Edition, as amended)

WHEREAS, The Mutual Housing Association of Baltimore is the contract purchaser of the property located on the northwest corner of The Alameda and Cold Spring Lane consisting of 9.9 acres, more or less; and

WHEREAS, On June 18, 1981, the Mutual Housing Association of Baltimore City met with the Department of Planning of Baltimore City to hold a Pre-Petition Conference to explain the scope and nature of existing and proposed development on the property in order to institute proceedings to have said property designated a Planned Unit Development; and

WHEREAS, Together herewith, the Mutual Housing Association of Baltimore City, made formal application to the City Council of Baltimore City and have submitted the requisite development plan, including the intention to satisfy the requirements specified in Section 12.0-1 and 12.0-2 of Article 30 of the Baltimore City Code (1976 Edition, as amended); now therefore,

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the application of the Mutual Housing Association of Baltimore contract purchaser of the property on the northwest corner of The Alameda and Cold Spring Lane, consisting of 9.9 acres, more or less, as outlined in the Development Plan accompanying this ordinance, to designate the property as a Planned Unit Development pursuant to Article 30, Sections 12.0-1 and 12.0-2 of the Baltimore City Code (1976 Edition, as amended), be and it is hereby approved.

SEC. 2. *And be it further ordained*, That the Development Plan submitted by the Mutual Housing Association of Baltimore, attached hereto and made a part hereof, be and it is hereby approved subject to the following condition:

In addition to the modification procedures outline in Section 12.0-1b of the Zoning Code, future uses will be subject to design approval by the Planning Commission.

SEC. 3. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the Development Plan which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the Development Plan, and when the Mayor approves the ordinance, he shall sign the Development Plan. The Director of Finance shall then transmit a copy of the ordinance and the Development Plan to the Board of Municipal and Zoning Appeals, the Planning Commission, and the Zoning Administration.

SEC. 4. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 4, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 551

(Council No. 589)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell either at public or private sale all the interest of the Mayor and City Council of Baltimore in and to a certain parcel of land and improvements no longer needed for public use located at 1443 Gorsuch Avenue (former library property).

BY authority of

Article V—Comptroller

Section 5(b)

Baltimore City Charter (1964 Revision as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5(b) of the City Charter, all of the interest of the Mayor and City Council of Baltimore in and to that parcel of land situate in Baltimore, Maryland, and described as follows:

BEGINNING for the same at the point formed by the intersection of the northwest side of Kirk Avenue, as now laid out and the southwest side of Gorsuch Avenue, as now laid out, 60 feet wide and running thence binding on the southwest side of said Gorsuch Avenue and on part of the first line of the parcel of land conveyed by R. Stanley Carswell, Trustee to the Mayor and City Council of Baltimore by deed dated December 1, 1908 and recorded among the Land Records of Baltimore City in Liber S.C.L. No. 2467, folio 92, to the end thereof, there situate, Northwesterly 70 feet, more or less; thence binding on the second line of said deed, Southwesterly 90 feet to the northeast side of an alley, 20 feet wide; thence binding on the northeast side of said 20 foot alley and on part of the third line of said deed, there situate, Southeasterly 70 feet, more or less, to the northwest side of said Kirk Avenue and thence binding on the northwest side of said

Kirk Avenue, Northeasterly 90 feet to the place of beginning and being known as 1443 Gorsuch Avenue.

Said property being no longer needed for public use.

SEC. 2. *Be it further ordained*, That no deed or deeds shall pass in accordance herewith until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved December 7, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 552

(Council No. 631)

AN ORDINANCE concerning

RETIREMENT SYSTEM—
MILITARY SERVICE CREDIT

FOR the purpose of providing up to three years of credit for military service to members who have acquired ten (10) years of creditable service, under certain conditions, and retiring after July 1, 1981.

BY adding to

Article 22—Retirement Systems

Subtitle—Employees' Retirement System

Sections 4(f) , ~~9(d)(1)~~ and 9(d)(2)

Baltimore City Code (1976 Edition, as amended)

Article 22—Retirement Systems

Subtitle—Fire and Police Employees

Section 32(f)

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That section(s) of the Baltimore City Code

(1976 Edition, as amended) be added, repealed, or amended to read as follows:

Article 22—Retirement System

EMPLOYEES' RETIREMENT SYSTEM

4. Service Creditable.

(f) *Notwithstanding any other provision of this subtitle, upon proper application to the Retirement System, credit for military service, as defined in Section 4(e) of this subtitle, shall be granted to any Class A or Class B member who has served in the military prior to employment with the City, provided said member has attained the age of sixty (60) and acquired at least ten (10) years of service, or has acquired thirty (30) years of service prior to such application. However, a member shall not be awarded credit if he has received credit for a period of military service under any other retirement system, for which retirement benefits have been or will be received by him; however this exclusion does not apply to any such credit provided through Federal Old Age and Survivors Insurance (Social Security), OR TO ANY BENEFITS PROVIDED UNDER TITLE 3 OR TITLE 10, CHAPTER 67, SECTIONS 1331 THROUGH 1337 OF THE U.S. CODE.* In addition, the military service credit herein provided shall not exceed three (3) years. The City shall make all necessary contributions to the pension and annuity funds for the funding of military service credit. The Board of Trustees is hereby authorized to issue rules and regulations to carry out the provisions of this section, notwithstanding any present rules and regulations to the contrary. The provisions of this section shall pertain to those employees who retire after ~~July 1, 1981~~ **THE EFFECTIVE DATE OF THIS ORDINANCE.**

9. Class C membership.

(d) Rights of Servicemen.

(1) The rights and status of any Class C Member who is inducted into the land, air or naval forces of the United States for training and service pursuant to the Act of Congress known as the "Selective Training and Service Act of 1940", or any subsequent acts of a similar nature,

and any member of any reserve component of the land, naval or air forces of the United States or of the State of Maryland on active duty or service within said period who is ordered or assigned to active duty or service within said period, as well as any Member who, within said period, enlists in the armed forces of the United States, and who may be absent in such military service shall be as follows: during the period of such absence, no such person or his estate shall have any right or be entitled to Ordinary Disability Benefits, Dismemberment Disability Benefits, Accidental Disability Benefits, Death Benefits, optional modes of payment, or other disability or death benefits in the Retirement System. Any such person, during such absence except as herein otherwise specified, shall retain his status and rights as a Member of the Retirement System (a) if within ninety (90) days or such longer period during which his employment rights are protected by law from the time he is relieved from active duty or service he shall be actively employed by the City of Baltimore, and (b) if he shall not have previously taken any other employment except temporary employment after he has applied for re-employment in his former classification or position in City service, and he has been refused immediate re-employment for causes beyond his control, and (c) if he shall make application for such credit with the Retirement System within one hundred and twenty (120) days after re-employment. If under the above restrictions any such person again be actively employed or reinstated as a regular employee on a leave of absence within ninety (90) days or such longer period during which his employment rights are protected by law from the time he is relieved from active military duty, he shall receive Service credit for the period of his absence, except that no credit shall be given when an absence exceeds five (5) years. In the event any such person who may be absent in such military service, or his estate, after reinstatement in the Employees' Retirement System of the City of Baltimore, files claim for any Ordinary Disability, Dismemberment Disability, Accidental Disability, or Death Benefits whatsoever with said system, and the Panel of Claims Examiners shall determine that the cause of origin of such Ordinary Disability, Accidental Disability, Dismemberment Disability or death is in any manner, either directly

or indirectly, attributable or due to, or may have arisen out of his military service then such person or his estate or dependents shall not be entitled to any benefits other than the return of his Accumulated Contributions, if any, and further that in the event any such person shall, after reinstatement, receive any disability compensation of any nature, either from the United States of America, any department or agency thereof, or from any of the states or territories of the United States or from the District of Columbia, then the amount of such payments so paid shall be deducted from any funds payable by the Employees' Retirement System of Baltimore City to such person or his estate or dependents on account of any benefits other than the return of his Accumulated Contributions, for which any claim has been filed.

(2) *Notwithstanding any other provision of this subtitle, upon proper application to the Retirement System, credit for military service, as defined in Section 9(d)(1) of this subtitle, shall be granted to any Class C member who has served in the military prior to employment with the City, provided said member has acquired at least ten (10) years of service at the Normal Retirement Date of age sixty-five (65), or has acquired thirty-five (35) years of service at age sixty-two (62), prior to such application.*

However, a member shall not be awarded credit if he has received credit for a period of military service under another retirement system, for which retirement benefits have been or will be received by him; however, this exclusion does not apply to any such credit provided through Federal Old Age and Survivors Insurance (Social Security), OR TO ANY BENEFITS PROVIDED UNDER TITLE 3 OR TITLE 10, CHAPTER 67, SECTIONS 1331 THROUGH 1337 OF THE U.S. CODE. In addition, the military service credit herein provided shall not exceed three (3) years. The City shall make all necessary contributions to the pension and annuity funds for the funding of military service credit. The Board of Trustees is hereby authorized to issue rules and regulations to carry out the provisions of this section, notwithstanding any present rules and regulations to the contrary. The provisions of this section shall pertain to those employees who retire

after ~~July 1, 1981~~ **THE EFFECTIVE DATE OF THIS ORDINANCE.**

FIRE AND POLICE EMPLOYEES

32. Service creditable.

(f) *Notwithstanding any other provision of this subtitle, upon proper application to the Retirement System, credit for military service, as defined in Section 32(e) of this subtitle, shall be granted to any member of this system who has served in the military prior to employment with the City, provided said member has acquired at least ten (10) years of service and attained the age of fifty (50), or shall have acquired twenty-five (25) years of service. However, a member shall not be awarded credit if he has received credit for a period of military service under another retirement system, for which retirement benefits have been or will be received by him; however, this exclusion does not apply to any such credit provided through Federal Old Age and Survivors Insurance (Social Security), OR TO ANY BENEFITS PROVIDED UNDER TITLE 3 OR TITLE 10, CHAPTER 67, SECTIONS 1331 THROUGH 1337 OF THE U.S. CODE.* In addition, the military service credit herein provided shall not exceed three (3) years. The City shall make all necessary contributions to the pension and annuity funds for the funding of military service credit. The provisions of this section shall pertain to those employees who retire after ~~July 1, 1981~~ **THE EFFECTIVE DATE OF THIS ORDINANCE.**

SEC. 2. *And be it further ordained, That this ordinance shall take effect thirty (30) days from the date of its passage.*

Approved December 7, 1981.

WILLIAM DONALD SCHAEFER, *Mayor.*

No. 553

(Council No. 899)

AN ORDINANCE concerning**INDUSTRIAL DEVELOPMENT REVENUE BONDS
ADOPT-A-HOUSE, INC.**

FOR the purpose of authorizing Mayor and City Council of Baltimore to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,500,000, pursuant to the provisions of Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended), for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with the acquisition by Adopt-A-House, Inc., its subsidiaries and assigns of certain real property in Baltimore City together with any improvements located thereon, and the construction, reconstruction, renovation, and/or rehabilitation of improvements which will be owned by Adopt-A-House, Inc., its subsidiaries and assigns health center, and to provide long term financing of the land and improvements; authorizing the Mayor of the City, on behalf of the City, to accept the letter of intent dated October 16, 1981, from Adopt-A-House, Inc., its subsidiaries and assigns to the City, making certain legislative findings; authorizing and empowering the Board of Finance of the City, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any series of such bonds, to (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds; providing that Adopt-A-House, Inc., its subsidiaries and assigns shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Com-

munity Development in connection with the completion of such project; providing that such bonds (or anticipation notes issued in anticipation of the issuance of such bonds) must be issued and sold within six months from the date this Ordinance is approved by the Mayor, unless the Board of Finance approves one six month extension as provided in this Ordinance; authorizing the issuance of notes in anticipation of the issuance of such revenue bonds; and generally providing for and determining various matters and details in connection with the issuance and sale of such bonds and bond anticipation notes.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision, as amended) (the "Enabling Law"), empowers the Mayor and City Council of Baltimore (the "City") to borrow money to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City and in connection therewith to issue bonds, notes, or other obligations (including refunding bonds, notes or other obligations), all of which shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the property, facilities, developments and improvements whose financing is undertaken by the issuance of such bonds, notes or other obligations, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of such bonds, notes or other obligations, or (IV) any combination of (I), (II) or (III). The purposes, objects and powers of the City contemplated by the Enabling Law includes the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare, safety of the residents of Baltimore City.

The City has received a letter of intent dated October 16, 1981, (the "Letter of Intent") from Adopt-A-House, Inc., its subsidiaries and assigns (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs of the acquisition and/or development by the Borrower of a certain project in Baltimore City, Maryland (the "Project"), by issuing and selling the City's industrial development revenue bonds in the aggregate principal amount not to exceed \$2,500,000, (the "Bonds"), and by making the proceeds of the Bonds available to the Borrower to be used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project by the Borrower.

The Project, which is an "undertaking" which will accomplish the purposes, objects and powers of the City as mentioned in the Enabling Law, will consist generally of (a) the acquisition by the Borrower of certain real property in Baltimore City, consisting of approximately 4 acres of land, located in the 2900 block of Kirk Avenue, bounded by Alameda and Carswell Street, for use as a health center, (b) the renovation, rehabilitation, construction, and/or reconstruction of any improvements for use as a health center that will be owned and operated by the Borrower, and (c) the long term financing of the land and improvements. The Borrower anticipates that the units will be leased to various tenants whose identities are unknown at this time.

The Enabling Law provides that the City may authorize and empower the Board of Finance of the City (the "Board") by resolution to determine and set forth the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof, and to do any and all things necessary, proper or expedient in connection with the issuance and sale of the Bonds.

NOW THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the Bonds by the City pursuant to the Enabling Law in order to make the proceeds thereof available to the Borrower for the sole and exclusive purpose of financing the cost of acquisition and/or development of the Project will facilitate and expedite the acquisition and/or development of the Project by the Borrower.

(2) The acquisition and/or development of the Project by the Borrower and the financing of the costs of such acquisition and/or development as provided in this ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City. All of the Bonds shall be limited obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue and sell, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, in the aggregate principal amount not to exceed \$2,500,000, subject to the provisions of this Ordinance. The proceeds of the Bonds will be made available to the Borrower under the terms and conditions approved by the Board and set forth in a Resolution, and used by the Borrower for the sole and exclusive purpose of financing the costs of the acquisition and/or development of the Project.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the present intent of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the present intent of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That, as permitted by the Enabling Law, the Board is hereby authorized and empowered, by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of the Bonds and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, (ii) the form of any such trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of the Bonds;

(c) approve the terms and conditions, including but not limited to the terms and conditions of any documents to be executed and delivered by the City (other than cus-

tomary financing statements and closing certificates), under which the proceeds of the Bonds will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 5. *And be it further ordained*, That any and all of the Bonds shall not be general obligations of the City and shall not be a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and shall be fully negotiable, payable, as to both principal and interest, solely from and secured solely by a pledge of (I) the revenues from or arising in connection with the Project, (II) the revenues from or arising in connection with any contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, (III) the contracts, mortgages or other securities purchased or otherwise acquired with the proceeds of the Bonds, or (IV) any combination of (I), (II) or (III), all as the Board may approve by a resolution or resolutions adopted prior to the issuance, sale and delivery of any of the Bonds.

SEC. 6. *And be it further ordained*, That the Borrower shall agree that:

(a) it will submit any plans and specifications for the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) it and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality site, building, and landscape design.

SEC. 7. *And be it further ordained*, That any and all of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal, by his/her manual signature. Any trust agreement or other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the Seal or a facsimile there shall be impressed or otherwise reproduced thereon and attested by the Custodian or Alternate Custodian of the City Seal by his/her manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signatures or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian and the Alternate Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine by resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 8. *And be it further ordained*, That any and all necessary financing statements required for the consummation of the transactions authorized by this Ordinance may be executed on behalf of the City by the Mayor of the City or by such other appropriate official of the City as may be designated by the Mayor of the City to execute such financing statements.

SEC. 9. *And be it further ordained*, That the authority to issue the Bonds is intended and shall be deemed to

include the authority to issue bond anticipation notes pursuant to Section 12 of Article 31 of the Annotated Code of Maryland (1976 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Bond Anticipation Note Enabling Legislation"). Reference in this Ordinance to the "Bonds" shall include such bond anticipation notes where appropriate. Prior to the issuance, sale and delivery of any series of bond anticipation notes, the Board shall adopt a resolution or resolutions, to:

(a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling (including negotiated as well as competitive bid sale), and the time or times of issuance, and any and all other details of such bond anticipation notes and the issuance and sale thereof;

(b) approve (i) the pledge or assignment by the City of any of the security described in Section 5 of this Ordinance, pursuant to a trust agreement or similar agreement, as provided in the Enabling Law, and (iii) such provisions in any such trust agreement or similar agreement as the Board may deem reasonable and proper for the security of the holders of such bond anticipation notes;

(c) approve the terms and conditions, including that not limited to the terms and conditions of any document to be executed and delivered by the City (other than customary financing statements and closing certificates), under which the proceeds of such bond anticipation notes will be made available to the Borrower to finance the costs of the acquisition and/or development of the Project; and

(d) do any and all things necessary, proper or expedient in connection with the issuance, sale and delivery of such bond anticipation notes. In accordance with the Bond Anticipation Note Enabling Legislation, the City hereby covenants to pay any bond anticipation notes issued pursuant to this Section of this Ordinance and the interest thereon from the proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the City hereby further covenants to issue such Bonds, as the case may be, when, as soon as, the reason for deferring the issuance of the Bonds no longer exists. The

timely issuance of such Bonds, however, is dependent upon matters not within the control of the City, including (without limitation) the existence of a purchaser or purchasers for such Bonds at the time the reason for deferring the issuance of the Bonds no longer exists and the effectiveness of various actions taken by the Borrower, its officers, agents and employees.

SEC. 10. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, as if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 11. *And be it further ordained*, That either the bonds or bond anticipation notes issued pursuant to Section 9 of this Ordinance in anticipation of the issuance of the Bonds must be issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City; provided, however, that the Board, after a showing of good cause at a public hearing held before the Board prior to or after the expiration of such six month period, may extend the period during which either the Bonds or such bond anticipation notes may be issued and sold for one additional term not to exceed six months from the date on which the first six month period expired. The Board, in its sole discretion, and without action by the City Council, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of the six month period. To the extent that neither the Bonds or such bond anticipation notes are issued and sold within twelve months from the date on which this Ordinance is approved by the Mayor of the

City, the authority provided in this Ordinance for the City to issue and sell the Bonds and such bond anticipation notes shall expire.

SEC. 12. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved December 7, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 554

(Council No. 934)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS

Boyd/Booth

Residential Development Program

FOR the purpose of supplementing and amending Ordinance No. 486 of the Mayor and City Council of Baltimore, approved by the Mayor on October 14, 1981, to increase the maximum aggregate principal amount of industrial development revenue bonds for the Boyd/Booth Residential Development Program by increasing the amount authorized in Ordinance No. 486 for the "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)" from \$1,000,000 to \$2,000,000 and by increasing the amount authorized in Ordinance No. 486 for the "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)" from \$900,000 to \$2,000,000; and making certain technical corrections.

BY repealing and reenacting with amendments, Ordinance No. 486 of the Mayor and City Council of Baltimore, approved October 14, 1981:

RECITALS paragraphs I, J, M and Section 2

RECITALS

WHEREAS, Ordinance No. 486 (the "Ordinance") of the Mayor and City Council of Baltimore (the "City"),

approved by the City on October 14, 1981 authorizes the issuance by the City of industrial development revenue bonds (Boyd/Booth Residential Development Program) (the "Bonds") pursuant to the provisions of Article II, subsections 50 and 51 of the Charter of Baltimore City (1964 Revision, as amended) (the "Charter"). The Ordinance provides that the proceeds of the Bonds are to be used to finance construction of single family residential housing units and to finance mortgages for mortgagors purchasing the owner occupied residential dwellings under the Boyd/Booth Residential Development Program established under the Ordinance.

WHEREAS, The developer of the Boyd/Booth Residential Development Program has advised the City that a number of residential dwelling units has been increased. Therefore it is necessary to increase the aggregate principal amount of the Bonds authorized under Ordinance 486.

WHEREAS, It is the purpose of this ordinance to amend and supplement Ordinance No. 486 approved October 14, 1981 by increasing the amounts of the authorization for the Bonds in paragraphs I and J of the RECITALS and in Section 2.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That paragraphs I, J, and M of the RECITALS of Ordinance No. 486 approved October 14, 1981 is hereby amended and supplemented to read as follows:

RECITALS

I. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed **[\$1,000,000,] \$2,000,000**, aggregate principal amount of its "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)", (the "Notes") and to use the proceeds of the Notes to provide construction financing for development of an owner-occupancy residential loan program for the Boyd/Booth Residential Development

Program which loan program will include (without limitation) the financing of construction loans for the developer.

J. Pursuant to the Enabling Laws, the City has determined to issue and sell in an amount not to exceed **[\$1,000,000,] \$2,000,000**, aggregate principal amount of its "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)", (the "Bonds") and to use the proceeds of the Bonds, to develop an owner-occupancy residential loan program for the Boyd/Booth Residential Development Program, which loan program will include (without limitation) the financing of mortgage loans for the Mortgagors.

M. The City has determined to use, in part, the proceeds of the Bonds to provide mortgage financing to the purchasers of the owner-occupied residential units in the Project Areas pursuant to the **[Inner Harbor]** *Boyd/Booth* Residential Development Program by making loans to finance such purchases.

SECTION 2. *Be it ordained by the Mayor and City Council of Baltimore*, That Sec. 2. of Ordinance No. 486 approved October 14, 1981 is hereby amended and supplemented to read as follows:

SECTION 2

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of not exceeding **[\$1,000,000,] \$2,000,000**, aggregate principal amount of revenue notes, hereby designated "Single-Family Construction Mortgage Revenue Notes (Boyd/Booth Loan Program)", and the issuance, sale and delivery of not exceeding **[\$1,000,000,] \$2,000,000**, aggregate principal amount of revenue bonds, hereby designated "Single-Family Mortgage Revenue Bonds (Boyd/Booth Loan Program)" are hereby authorized, subject to the provisions of this ordinance, the proceeds to be used to develop the Boyd/Booth Residential Construction Loan Program and the Boyd/Booth Residential Mortgage Loan Program as a part of the Boyd/Booth Residential Development Program, all as set forth in this ordinance. In addition to the disbursement of Note and Bond proceeds for construction loans and mortgage loans under the Boyd/Booth Residential Construction Loan Program

and the Boyd/Booth Residential Mortgage Loan Program, Note and Bond proceeds may be disbursed (without limitation) (i) with respect to construction loans, to pay all costs of planning, development and construction of the owner-occupied residential units for the Boyd/Booth Residential Development Program including (without limitation) architect's and engineers' fees and expenses, commitment fees, title insurance and recordation fees and taxes, land costs, land development costs, interest during the construction period, construction materials and equipment, construction contracting services and payment and performance bonds, (ii) to pay the cost of issuance and sale of the Notes and Bonds, including (without limitation) costs of printing Notes and Bonds, the official statement and other legal documents, costs of delivery of the Notes and Bonds, commitment fees, legal fees, accounting fees, underwriting costs, advertising costs, costs of rating agency reviews and all other incidental related expenses and (iii) (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) to fund a debt service reserve or other reserve funds for the Notes and Bonds. The Notes and Bonds shall be solely and exclusively payable from the Revenue Note and Bond Loan Program Revenues and (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) certain Note and Bond proceeds. The Notes and Bonds shall be secured (to the extent provided by resolution of the Board of Finance adopted pursuant to this ordinance) by (without limitation) the Construction Mortgages and the Unit Mortgages. The Board of Finance may require, however, that the Notes and Bonds be additionally secured by (i) insuring the Construction Mortgages and Unit Mortgages through private mortgage insurance provided by one or more private mortgage insurers selected by the Board of Finance; or (ii) insuring the Construction Mortgages and Unit Mortgages through the Maryland Housing Fund or such Federal, State, or municipal fund or other agency permitted by applicable law to perform such insuring functions; or (iii) assigning the proceeds of the mortgage insurance to the Trustee for the Bondholders; or (iv) such other security as the Board of Finance may approve; or (v) any combination of (i), (ii), (iii) and (iv). The

aggregate principal amount of Notes issued, sold and delivered pursuant to this ordinance shall not exceed **[\$1,000,000,] \$2,000,000**, and the aggregate principal amount of the Bonds issued, sold and delivered pursuant to this ordinance shall not exceed **[\$900,000,] \$2,000,000**, unless such amount or amounts, in each case, shall be increased by an ordinance of the City supplemental hereto. The City contemplates that, because of inflation and other factors which may occur during the development and construction periods of the Project Area, the City will amend or supplement this ordinance from time to time to increase such amounts or otherwise to provide for matters affecting the Boyd/Booth Residential Development Program. Nothing in this ordinance is intended or shall be deemed to exclude the issuance of refunding bonds to refund all or a portion of the Notes or Bonds, and the adoption of a subsequent ordinance or ordinances for such purpose is expressly contemplated by this ordinance.

In accordance with the Enabling Laws, the City hereby authorizes the Board of Finance, unless the City shall otherwise prescribe prior to the issuance and delivery of the Notes or Bonds, by resolution to take the following actions and to make the following commitments on behalf of the City:

(a) to determine and set forth the form, terms, provisions (including redemption provisions and sinking fund requirements, if any), manner or method of issuing and selling (including negotiated or competitive bid sale) and the time or times of issuance and any and all other details of the Notes and Bonds;

(b) to determine and set forth the form, terms and provisions of construction loan agreements, servicing agreements and all other construction and mortgage loan and other documents in connection with the Notes and Bonds;

(c) to prepare and distribute, in conjunction with the prospective underwriters or placement agents, if any, for the Notes and Bonds, preliminary and final official statements or placement memoranda or circulars as the Board of Finance deems necessary and appropriate in connection with the sale of the Notes and Bonds; provided, however, that any such preliminary official statements or placement

memoranda or circulars shall be clearly marked to indicate that they are subject to completion and amendment;

(d) to determine the dates, times and places when an underwriting or placement agreement or purchase contract shall be submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds, such underwriting or placement agreement or purchase contract to specify the interest rate or rates proposed to be paid on the Notes and Bonds, the price at which such Notes and Bonds are to be sold to such underwriters, placement agents or purchasers, and such other matters as the underwriters, placement agents or purchasers and the Board of Finance may deem necessary or desirable in order to effect the sale and delivery of the Notes and Bonds;

(e) to determine the interest rate or rates to be paid by the City on the Notes and Bonds in accordance with the proposed underwriting or placement agreement or purchase contract submitted by the underwriters or placement agents for the Notes and Bonds or purchasers of the Notes and Bonds;

(f) to appoint, as the Board of Finance deems necessary and appropriate, a bank having trust powers, or a trust company, as trustee for the Notes and Bonds to be issued pursuant to this ordinance; and

(g) to approve the form of trust agreements between the City and the Trustee, which trust agreements may (i) pledge or assign all or any part of the security of the Notes and Bonds, (ii) contain reasonable and proper provisions for the protection and enforcement of the rights and remedies of the Bondholders, (iii) set forth the rights and remedies of the Bondholders and the Trustee and may restrict the individual right of action by the Bondholders, and (iv) contain whatever other provisions are deemed reasonable and proper for the security of the Bondholders.

The Board of Finance shall perform any and all actions necessary or deemed appropriate by such Board in order to effect the issuance and sale of the Notes and Bonds in accordance with and pursuant to this ordinance and the underwriting or placement agreements or purchase contracts for the Notes and Bonds.

The Notes and Bonds shall be dated as of the first day of the month next following the date on which the Notes and Bonds are sold unless the Board of Finance shall specify a different date by a resolution adopted pursuant to this ordinance, and the Notes and Bonds shall bear interest at an annual rate or rates payable semi-annually following the date of the Notes and Bonds so that, if the Notes and Bonds are dated October 1, 1981, interest on the Notes and Bonds will be payable on March 1, 1982 and semi-annually thereafter each October 1 and March 1 unless the Board of Finance shall specify more frequent or different dates by a resolution adopted pursuant to this ordinance.

The Notes and Bonds issued hereunder shall mature on the date or dates provided in a resolution of the Board of Finance adopted pursuant to this ordinance, but the last maturity of each series of Notes shall in no event exceed a period of five (5) years from the date of such series of Notes and the last maturity of each series of the Bonds shall in no event exceed a period of forty (40) years from the date of such series of Bonds. If the resolution of the Board of Finance does not provide any maturity or maturities for the Notes, all of the Notes of a series shall mature on the date five (5) years from the date of such series of Notes. For example, if the Note is dated September 30, 1981, all of the Notes of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 1986. If the resolution of the Board of Finance does not provide any maturity or maturities for the Bonds, all of the Bonds of a series shall mature on the date thirty-two (32) years from the date of such series of the Bonds. For example, if the Bond is dated September 30, 1981, all the Bonds of such series will mature (in the absence of a resolution of the Board of Finance determining otherwise) on September 30, 2013.

SEC. 3. *And be it further ordained*, That this supplemental ordinance shall take effect from October 14, 1981.

Approved December 7, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 555

(Council No. 947)

AN ORDINANCE concerning

SUPPLEMENT TO AND AMENDMENT OF
ORDINANCE NO. 291 (1981) TO PROVIDE FOR
THE REFUNDING, RENEWAL OR REFINANCING
OF CONSTRUCTION REVENUE NOTES (WATER
AND WASTEWATER PROJECTS)

FOR the purpose of supplementing and amending Ordinance No. 291, approved and effective May 14, 1981 (the "Original Ordinance") by authorizing and providing for the refunding, renewal or refinancing, in whole or in part, from time to time, by Mayor and City Council of Baltimore (the "City") of its bond anticipation notes, designated "Construction Revenue Notes (Water and Wastewater Projects)" (the "Original Notes") issued pursuant to the Original Ordinance; issuing such refunding, renewal or refinancing notes ("Refunding Notes") pursuant to the Original Ordinance, as amended by this Ordinance, and pursuant to the provisions of Article 31, Sections 12 and 24 of the Annotated Code of Maryland (1976 Replacement Volume and 1981 Cumulative Supplement) and in accordance with the revenue bond authority contained in Article II, Section 50 of the Charter of Baltimore City (1964 Revision), as amended; modifying the requirements for the payment and determination of interest rates on any Refunding Notes; authorizing the use of the proceeds of any Refunding Notes to defease and pay any outstanding Original Notes or Refunding Notes; authorizing the Board of Finance to determine the appropriate time for issuing the revenue bonds or the general obligations bonds authorized by or described in the Original Ordinance; authorizing the use of obligations in the nature of commercial paper and letters of credit or related instruments; authorizing the Board of Finance to make various determinations by resolution with regard to the terms and provisions of Refunding Notes, including the use of certain expedited procedures; authorizing the restructuring of the Original Notes without the issu-

ance of Refunding Notes; making technical and conforming amendments to the Original Ordinance; and generally relating to the issuance, sale and delivery of Refunding Notes and the revenue bonds or general obligation bonds authorized by or described in the Original Ordinance.

RECITALS

A. For convenience of reference, Mayor and City Council of Baltimore, a municipal corporation organized and existing under the Constitution and laws of the State of Maryland, is hereinafter sometimes referred to as the "City".

B. The terms "Bond Anticipation Note Enabling Act", "Revenue Bond Enabling Act" and "General Obligation Bond Enabling Acts", "Revenue Bonds" and "General Obligation Bonds" shall have the meanings set forth in Ordinance No. 291, approved and effective May 14, 1981 (the "Original Ordinance").

C. The City, pursuant to the Original Ordinance, has on June 23, 1981, issued \$10,000,000 in principal amount of its Construction Revenue Notes (Water and Wastewater Projects), Series A (the "Original Notes").

D. The general market conditions under which the Original Notes were issued have improved and significant savings to the City are available through a refunding or refinancing or restructuring of the debt represented by the Original Notes. Actual direct savings in the cost of debt service can be achieved if authority to refund, refinance, renew or restructure the Original Notes is provided.

E. The Bond Anticipation Note Enabling Act authorizes the renewal at maturity of bond anticipation notes issued thereunder, with or without resale.

F. Authority for the issuance of refunding notes is contained in Article 31, Section 24 of the Annotated Code of Maryland (1976 Replacement Volume and 1981 Cumulative Supplement). Article 31, Section 24 is sometimes referred to in this Ordinance as the "Refunding Bond Enabling Act".

G. The Refunding Bond Enabling Act authorizes and empowers the City to issue and sell refunding obligations ("Refunding Notes") for the purpose of refunding any of its obligations then outstanding, provided that the public purpose of realizing savings in the effective costs of debt service to the City is achieved. Such savings may be a direct result of the refunding or may result from a reduction in debt service effectuated through a debt restructuring. The City may, at a public meeting, determine that any refunding obligations be sold on a negotiated basis without the solicitation of bids.

H. The City proposes to spend the proceeds of the Refunding Notes hereby authorized for the general public purposes of paying, prepaying, refinancing or restructuring the debt evidenced by the Original Notes or any Refunding Notes issued pursuant to this Ordinance.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, acting pursuant to the Refunding Bond Enabling Act, the Bond Anticipation Note Enabling Act and the Revenue Bond Enabling Act, it is hereby found and determined, as follows:

(A) General economic conditions are extremely unsettled and require sensitive and careful debt management in order to minimize the cost of borrowing to the City.

(B) The market for obligations secured by the full faith and credit of the City has improved from those conditions at the time of issuance of the Original Notes. However, in order to take advantage of those portions of the market, notably short-term obligations and variable rate obligations, that have significantly improved, broader authority and flexibility must be provided to the Board of Finance.

(C) The Board of Finance, being primarily responsible for the issuance and sale of the City's certificates of indebtedness, has the expertise and experience necessary to be primarily responsible for the determination of matters set forth herein to be within its jurisdiction.

(D) The existence of a growing market for tax-exempt obligations structured in the form of short term commercial paper having varying and flexible maturities of from

one day to 270 days or more, and for obligations tied to an interest rate that varies with a defined or stated indicator or index or combinations thereof, necessitates the establishment of procedures which permit the City to utilize such a market for its obligations.

(E) Private, negotiated sales are the primary and most efficient means of marketing Refunding Notes, and in the absence of a determination by the Board of Finance to the contrary as to a particular issue or series, sales of Refunding Notes on a negotiated basis are in the best public interest and will result in the lowest cost to the City.

(F) The net proceeds from the sale of the City's Bond Anticipation Refunding Notes (Water and Wastewater Projects), authorized to be issued and sold by this Ordinance, shall be used and applied for the public purposes of (i) refinancing, restructuring, refunding or renewing, in whole or in part, from time to time, the Construction Revenue Notes (Water and Wastewater Projects) Series A, issued pursuant to the Original Ordinance and any Refunding Notes issued pursuant to this Ordinance; (ii) paying any redemption premiums and any interest accrued or to accrue to the date of redemption in connection with obligations being refinanced or refunded from the proceeds of the Refunding Notes; and (iii) paying the costs of issuance of any series of Refunding Notes authorized under this Ordinance.

SEC. 2. *And be it further ordained*, That, the issuance, sale and delivery of an amount not exceeding that permitted under the Refunding Bond Enabling Act of Refunding Notes, hereby designated "Bond Anticipation Refunding Notes (Water and Wastewater Projects)" is hereby authorized. The Proceeds of the Refunding Notes, if and when issued, shall be used for the purpose described in Section 1(F) of this Ordinance. The Refunding Notes may be issued in one or more series, and each such series shall be identified by a letter designation, so that the first series (if the issuance of more than one series of notes hereunder is then contemplated) shall be designated "Bond Anticipation Refunding Notes (Water and Wastewater Projects), Series A". The aggregate principal amount of Refunding Notes to be issued pursuant to this

Ordinance at any one time shall be determined by the Board of Finance by resolution adopted prior to the delivery of the Refunding Notes, as described hereafter.

SEC. 3. *And be it further ordained*, That, prior to the delivery of any series of Refunding Notes, the Board of Finance shall adopt a resolution or resolutions which shall prescribe, notwithstanding the Original Ordinance but subject nonetheless to the Bond Anticipation Note Enabling Act, the General Obligation Bond Enabling Acts, the Revenue Bond Enabling Act and the Refunding Bond Enabling Act, as applicable, (i) the principal amount of Refunding Notes to be issued as a series at any one time, (ii) the date of issue of the series of Refunding Notes, (iii) the interest rate to be borne by the series of Refunding Notes, or the method by which such interest rate shall be computed, including the establishment of limitations on the interest rate, beyond which further approvals of the Board of Finance are required; (iv) the time periods and method for payment of interest on the Refunding Notes; (v) the redemption provisions, if any, for the series of Refunding Notes, (vi) the maturity or maturities of the series of Refunding Notes, (vii) the method of competitive sale if any series of Refunding Notes is determined to be sold at competitive sale rather than the negotiated sale found herein to be in the best public interest, (viii) the denominations of any Refunding Notes, (ix) the form, use of registration and mechanics for payment of the Refunding Notes, and (x) any additional terms necessary or appropriate to reflect any matters provided in that resolution.

The Board of Finance is hereby authorized to adopt a master resolution under which procedures are established to facilitate the prompt determination and approval of one or more of the matters set forth above. Such procedures may include telephonic approval and subsequent telegraphic or written confirmation of one or more of such matters by a designated officer of the City if prescribed guidelines or parameters set forth in the master resolution, or any amendment thereto, are not exceeded.

The Board is further authorized to establish a procedure whereby a variable or floating rate can be utilized for any issue of Refunding Notes, and to establish any necessary

relations with a commercial bank or other appropriate institution to facilitate the payment of short-term Refunding Notes, including the use of general or stand-by letters of credit, loan agreements, revolving loans or notes or similar arrangements.

The Board may also take such further or additional actions as are needed to permit the issuance of Refunding Notes in the nature of commercial paper as authorized by the Bond Anticipation Note Enabling Act.

Any resolution or resolutions adopted by the Board of Finance pursuant to this Ordinance shall be deemed to be of an administrative nature.

SEC. 4. *And be it further ordained*, That, the Refunding Notes shall be payable and secured to the same extent and from the same sources as the Original Notes, pursuant to the terms of the Original Ordinance; provided however, that the Original Notes and any Refunding Notes may be secured by and payable from the proceeds of one or more issues of Refunding Notes.

SEC. 5. *And be it further ordained*, That, all Refunding Notes shall be executed in the name of the Mayor and City Council of Baltimore and on its behalf by the manual or facsimile signature of the Mayor of the City and the Director of Finance of the City and the corporate seal of the City shall be imprinted thereon, attested by the manual signature of the Custodian or the Alternate Custodian of the Seal of the City. However, the Board of Finance may, in the resolutions adopted pursuant to Section 3 hereof, establish a procedure whereby a responsible trust company or other duly authorized trustee, issuing agent or paying agent maintains an inventory of blank Refunding Notes previously imprinted and signed, available for delivery to purchasers of short-term Refunding Notes under conditions which require prompt action and delivery.

In the event any official whose signature shall appear on any series of the Refunding Notes shall cease to be such official prior to the delivery of any series of Refunding Notes, or, in the event any such official whose signature shall appear on any series of Refunding Notes shall have

become such after the date of issue thereof, the Refunding Notes of such series shall nevertheless be valid and legally binding obligations of the City in accordance with their terms.

SEC. 6. *And be it further ordained*, That, the proceeds from the sale of the Refunding Notes shall be paid to the Director of Finance, for investment and use in accordance with the Refunding Bond Enabling Act and the resolution of the Board of Finance.

SEC. 7. *And be it further ordained*, That, authority is hereby conferred on the Board of Finance, to take the following actions and to make the following commitments on behalf of the City:

(a) to deliver such agreements as are needed to implement the financing authorized herein, in the form determined by resolution of the Board of Finance;

(b) to prepare and distribute disclosure memoranda and related material needed to implement the financing authorized herein;

(c) to evaluate and determine periodically the time for issuance of the Revenue Bonds or the General Obligation Bonds, including the establishment of dates by which such bonds are expected to be issued, or date before which such bonds are not expected to be issued; and

(d) to do any and all things necessary, proper or expedient in connection with the issuance and sale of Refunding Notes.

SEC. 8. *And be it further ordained*, That, the Board of Finance may by resolution approve the renewal, restructuring, extension or modification of the terms of the Original Notes, without the formal issuance of Refunding Notes, and with the benefit of the terms of this Ordinance, provided such action is otherwise consistent with the terms of this Ordinance.

SEC. 9. *And be it further ordained*, That, the Board of Finance may, prior to the implementation of any financing program described herein, select and retain legal counsel

to assist in the establishment of the program and to perform such services as are necessary or desirable in connection therewith.

SEC. 10. *And be it further ordained*, That, the provisions of the Original Ordinance shall be applicable to the issuance of Refunding Notes, provided that (a) in the event of conflict, the terms hereof shall govern as to Refunding Notes; (b) the terms of this Ordinance are intended to modify and revise the Original Ordinance so as to permit the issuance of Refunding Notes under the procedures set forth herein; (c) the Refunding Notes and the holders thereof shall be entitled to the benefits of the findings in Section 1 and the covenants, as amended by this Ordinance, in Sections 2, 6, 7, 9 and 12 of the Original Ordinance.

SEC. 11. *And be it further ordained*, That, the following conforming and technical amendments are hereby made to the Original Ordinance:

(a) All references to "Chapter 13 of the Laws of Maryland of 1979" are hereby corrected to read "Chapter 13 of the Laws of Maryland of 1980."

(b) Section 2 is hereby amended by adding at the end thereof the following: "The proceeds of the Revenue Bonds may be used to pay (when due) the principal of and interest on any obligations ("Refunding Notes") issued by the City to renew, refund, refinance or restructure any notes issued hereunder or renew, refund, refinance or restructure any Refunding Notes."

(c) The maturity date or restriction thereon set forth in Section 5 shall not apply to Refunding Notes, the maturity of which is established pursuant to Section 3 hereof.

(d) Section 6, line 9 is amended by adding after the words "of the Notes" the following: "or any Refunding Notes."

SEC. 12. *And be it further ordained*, That, the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or cir-

cumstances, such illegality, invalidity or unconstitutionality, or inapplicability, shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or its application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been adopted if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part thereof is inapplicable had been specifically exempted herefrom.

SEC. 13. *And be it further ordained*, That, this Ordinance shall take effect from the date of its passage.

Approved December 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 556

(Council No. 950)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS—
ASSOCIATION OF MARYLAND PILOTS

FOR the purpose of authorizing and empowering the Mayor and City Council of Baltimore (the "City") to issue, sell and deliver, at any time or from time to time and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland, Industrial Development Revenue Bonds (Association of Maryland Pilots Project)", in an aggregate principal amount not to exceed \$800,000, pursuant to the provisions of Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision) as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the acquisition of certain real property located in Baltimore City, together with all existing

improvements thereon, (b) the renovation, rehabilitation, construction and reconstruction of such existing improvements, and (c) the acquisition and installation of certain furnishings and equipment, said real property, improvements, and furnishings and equipment to be owned by the Association of Maryland Pilots, a Maryland unincorporated association, or by a corporation, partnership, or other entity wholly owned by the Association of Maryland Pilots or wholly owned by the members of the Association of Maryland Pilots, to be formed by the Association of Maryland Pilots to hold title to such property, for and on behalf of the Association of Maryland Pilots and its members, and to be used, controlled, managed, and operated by the Association of Maryland Pilots in the carrying out of its activities in furnishing services to ship pilots licensed pursuant to Article 74 of the Annotated Code of Maryland, as amended, any portion thereof not needed from time to time for such activities to be leased to tenants as determined by the Association of Maryland Pilots; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent dated November 6, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance of the City shall (a) prescribe, among other things but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper and expedient in connection with the issuance and sale of such bonds; authorizing the private (negotiated) sale of such bonds; providing that the Association of Maryland Pilots which is to be the user of the Project to be financed by such series of bonds shall agree to submit certain plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with such acquisition, equipping and construction; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such series of bonds.

RECITALS

Sub-Section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers the City to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include (a) the relief of conditions of unemployment in Baltimore City, (b) promoting the health, welfare and safety of the residents of Baltimore City, and (c) promoting commercial and economic development in Baltimore City.

The City has received a letter of intent dated November 6, 1981 (the "Letter of Intent") from the Association of Maryland Pilots, a Maryland unincorporated association, pursuant to which the Association of Maryland Pilots has requested the City to participate in the financing of the costs, charges, fees and expense in connection with the acquisition by the Association of Maryland Pilots, or by a corporation, partnership, or other entity wholly owned by the Association of Maryland Pilots or wholly owned by the members of the Association of Maryland Pilots (the "Borrower"), of certain real property located in Baltimore City, together with all existing improvements thereon, the renovation, rehabilitation, construction and reconstruction by the Borrower of such existing improvements, and the acquisition and installation of certain furnishings and equipment by the Borrower (the "Project"), by issuance and sale by the City of its industrial development revenue bonds in the aggregate principal amount not to exceed \$800,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project will consist of (a) the acquisition by the Borrower of approximately 1.067 acres of land located at 3720 Dillon Street in Baltimore City together with

all existing improvements located thereon, (b) the renovation, rehabilitation, construction and reconstruction of such existing improvements, and (c) the acquisition and installation therein of certain furnishings and equipment. The Project will be owned by the Borrower for and on behalf of the Association of Maryland Pilots and its members, and the Association of Maryland Pilots will use, control, manage and operate the Project in the carrying out of its activities in furnishing services to ship pilots licensed pursuant to Article 74 of the Annotated Code of Maryland, as amended.

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of and interest and premium (if any) on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board of Finance") or (b) an Assignment and Security Agreement (the "Assignment") with the original purchaser of the Bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns (among other things), (a) all of the City's right, title and interest in and to and remedies under the Loan Agreement, including (without limitation) any and all collateral referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to

time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the revenue bonds and which the Board of Finance shall approve by a resolution (the "Resolution") to be adopted by the Board of Finance prior to the issuance, sale and delivery of the bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW, THEREFORE, IN ACCORDANCE WITH THE ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate, enable and expedite the acquisition, construction and equipping of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Neither the revenue bonds nor the interest or premium (if any) thereon shall ever be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing powers of the City, and neither

shall constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or within the meaning of any other constitutional or charter provision or statutory limitation, and neither shall ever constitute or give rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds of each series will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment, either of which to be approved by the Board of Finance in the Resolution. Payments of the principal of, any premium (if any) and interest on, the Loan will be paid by the respective Borrowers directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board of Finance in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The transactions authorized hereunder shall in no event constitute capital projects within the meaning of any charter or statutory provisions. The public purposes expressed in the Enabling Law are to be achieved by facilitating, enabling and expediting the acquisition, construction and equipping of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with that Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage

or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board of Finance may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligation of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien and security interest created with respect to any property as security for the Loan or as security for the revenue bonds, as the Board of Finance may provide for and approve in the Resolution and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board of Finance may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board of Finance in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time and from time to time and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland, Industrial Development Revenue Bonds (Association of Maryland Pilots Project), in the aggregate principal amount not to exceed \$800,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of a Loan Agreement to be used by the Borrower for the sole and exclusive purpose of financing the costs of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenues derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bond (Association of Maryland Pilots Project)", provided, that the descriptive title may contain such other descriptive information as the Board of Finance may prescribe in the Resolution (e.g. "Series A", or "1981 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiations with the Original Purchaser or Purchasers of the Bonds and to be approved and prescribed by the Board of Finance in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including the Trustee's Certificate of Authentication to be endorsed thereon (if a Trust Agreement is entered into), shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board of Finance shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City (or such other officer as the Mayor shall lawfully designate for the purpose) by his manual signature, and the cor-

porate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board of Finance may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time or from time to time in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$800,000 as the Board of Finance shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts at such times not exceeding 30 years from the date thereof and at such place or places as the Board of Finance shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board of Finance shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board of Finance shall adopt the Resolution pursuant to which the Board of Finance shall:

(a) prescribe the form, tenor, terms, provisions and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee or, if an Assignment is entered into, as Project Fund Trustee, for the Bonds and appoint a paying agent or agents for the Bonds, which may be the Trustee or Project Fund Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, and (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board of Finance shall deem necessary in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing (if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if a Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board of Finance shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That, as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board of Finance in the Resolution.

SEC. 13. *And be it further ordained*, That the Bonds and the interest thereon shall not be general obligations of the City or constitute a pledge of or involve the faith and credit or the taxing power of the City, and shall not constitute a debt of the City, all within the meaning of Section 7 of Article XI of the Maryland Constitution or any other constitutional or charter provision or statutory limitation, limiting or restricting the sale or issuance of bonds, notes, or other obligations of the City. The Bonds and the interest thereon shall not constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board of Finance in the Resolution, from the proceeds of Bonds, and from any other moneys made available to the City for such purpose. The proceeds of the Bonds and the payments to be made by the Borrower pursuant to the Loan Agreement will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board of Finance in the Resolution. No such moneys will be commingled with the City's Funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds

are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board of Finance shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if an Assignment is entered into the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board of Finance in the Resolution payments sufficient for the prompt payment when due of the principal of, premium (if any), and interest on the Bonds are to be paid by the Borrower to the Trustee or, if an Assignment is entered into, the Original Purchaser, its successors and assigns, for the account of the City and deposited in a special account created by the City under the Trust Agreement or the Assignment and such payments and the moneys from time to time on deposit in such special account shall be assigned by the City to the Trustee under the Trust Agreement or, if an Assignment is entered into, the Original Purchaser, its successors and assigns, as provided in the Assignment.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for the acquisition, construction and equipping of the Project to the Department of Housing and Community Development for approval, and that the Department of Housing and Community Development may refuse approval of any plans and specifications for aesthetic or functional reasons; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing

and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 17. *And be it further ordained*, That if the Bonds are not issued and sold within six months from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board of Finance may, after a showing of good cause at a public hearing held before the Board of Finance, extend such authorization for one additional term not to exceed six months. The Board of Finance, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council of the City.

SEC. 18. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved December 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 557

(Council No. 877)

AN ORDINANCE concerning

INDUSTRIAL DEVELOPMENT REVENUE BONDS
NEW VISION, INC. PROJECT

FOR the purpose of authorizing and empowering Mayor and City Council of Baltimore to issue, sell and deliver, at any time or from time to time, and in one or more series, as limited obligations of the City and not upon its full faith and credit, its industrial development revenue bonds, to be designated "Baltimore City, Maryland Industrial Development Revenue Bonds (New Vision, Inc. Project)", in the aggregate principal amount not to exceed \$3,500,000, pursuant to the provisions of Subsection (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended, for the sole and exclusive purpose of financing the costs, charges, fees and expenses in connection with (a) the acquisition of certain real property located in Baltimore County, together with all existing improvements located thereon, subject to the express consent of the County Executive and County Council of Baltimore County, and the acquisition by purchase or lease of certain property or premises in Baltimore City, the renovation thereof and creation of telecasting apparatus and transmission equipment, furniture and office equipment, which will be owned and operated by New Vision, Inc., in connection with its subscription television business; authorizing the Mayor of the City to accept, on behalf of the City, the letter of intent of New Vision, Inc. to the City dated October 12, 1981; making certain legislative findings; authorizing and empowering the Board of Finance of the City, prior to the issuance, sale and delivery of such bonds, to adopt a resolution pursuant to which the Board of Finance shall (a) prescribe, among other things, but not limited to, the form, terms, provisions, manner or method of issuing and selling, and the time or times of issuance, and any and all other details of such bonds, and (b) do any and all things necessary, proper or expedient in connection with the issuance and sale of such bonds;

authorizing the private (negotiated) sale of such bonds; providing that New Vision, Inc. shall agree to submit any plans and specifications to, and to coordinate with, the Department of Housing and Community Development in connection with the acquisition of such real property and the renovation of the existing improvements located thereon; providing that, except under certain circumstances, if such bonds are not issued and sold within one year after the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell such bonds shall expire; and generally providing for and determining various matters and details in connection with the authorization, issuance, security, sale and payment of such bonds.

RECITALS

Sub-section (50) of Article II of the Charter of Baltimore City (1964 Revision), as amended (the "Enabling Law"), empowers Mayor and City Council of Baltimore (the "City") to issue revenue bonds and to use the proceeds of the sale of such revenue bonds to finance undertakings for the accomplishment of any of the purposes, objects and powers of the City. Some of the general objectives of the City, contemplated by the Enabling Law, include the relief of conditions of unemployment in Baltimore City, encouraging the increase of industry and a balanced economy in Baltimore City, promoting economic development in Baltimore City, and promoting the health, welfare and safety of the residents of Baltimore City.

The City has received a letter of intent dated October 12, 1981 (the "Letter of Intent") from New Vision, Inc., a Maryland corporation (the "Borrower"), pursuant to which the Borrower has requested the City to participate in the financing of the costs, charges, fees and expenses in connection with the acquisition by the Borrower of **A LEASEHOLD INTEREST IN** certain real property and premises located in Baltimore City (together with all existing improvements located thereon) and **THE FEE SIMPLE INTEREST IN** certain real property in Baltimore County, **TOGETHER WITH AN EASEMENT TO USE A PORTION OF ADJACENT LAND**

IN SAID COUNTY, and certain equipment, and the renovation, rehabilitation, construction and reconstruction by the Borrower of such existing improvements (the "Project"), by issuing and selling industrial development revenue bonds of the City in the aggregate principal amount not to exceed \$3,500,000 and by loaning the proceeds of the revenue bonds to the Borrower, upon the terms and conditions of a loan agreement to be entered into between the City and the Borrower (the "Loan Agreement"), as permitted by the Enabling Law (such loan being herein referred to as the "Loan").

The Project will consist of (a) the acquisition by the Borrower of certain real property containing approximately 17 acres in Baltimore County, and a lease of certain real property in Baltimore City, the latter known as ~~3002 Druid Park Drive~~ EIGHTH FLOOR, RALEIGH INDUSTRIAL CENTER, 1100 WICOMICO STREET, consisting of existing improvements located thereon, (b) the renovation, rehabilitation and reconstruction of such existing improvements, which will be leased and operated by the Borrower in connection with its subscription telecasting business, and (c) the acquisition of certain equipment to be used in connection with the real property in Baltimore County and Baltimore City and the improvements thereon, including a transmission tower and equipment in Baltimore County integrated with and having a substantial connection with the facilities in Baltimore City, all of which are incorporated as parts of the Project.

The Loan Agreement will require the Borrower (a) to use the proceeds of the revenue bonds solely to finance the completion of the Project, and (b) to make Loan payments which will be sufficient to enable the City to pay the principal of, and interest and premium, if any, on the revenue bonds when and as the same shall become due and payable.

As security for the revenue bonds, the City will enter into either (a) a trust agreement (the "Trust Agreement") with a corporate trustee (the "Trustee") to be appointed by the Board of Finance of the City (the "Board") or (b) an Assignment and Security Agreement

(the "Assignment") with the original purchaser of the revenue bonds (the "Original Purchaser"), and a trustee (which may be the Original Purchaser) (the "Project Fund Trustee"). Pursuant to the Trust Agreement or the Assignment, the City will assign to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, (among other things) (a) all of the City's right, title and interest in and to AND remedies under the Loan Agreement, including (without limitation) any and all security referred to therein, excepting only the right of the City to indemnification by the Borrower and to payments to the City for expenses incurred by the City itself, (b) the receipts and revenues of the City from the Loan, (c) certain moneys which are at any time or from time to time on deposit with the Trustee or the Project Fund Trustee, (d) all right, title and interest in and to and remedies with respect to any and all other property of every description and nature from time to time by delivery or by writing of any kind conveyed, pledged, assigned or transferred, as and for additional security for the revenue bonds, by the City or by anyone on its behalf or with its written consent, to the Trustee, or, if the Assignment is entered into, the Original Purchaser, its successors or assigns, and (e) all of the City's right, title and interest in and to and remedies under such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments, as the Board shall deem necessary to effectuate the issuance, sale and delivery of the revenue bonds and which the Board shall approve by a resolution or resolutions (the "Resolution") to be adopted by the Board prior to the issuance, sale and delivery of any of the revenue bonds. If the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that (a) the Project Fund Trustee is not necessary, and (b) if the Assignment is entered into, the City will enter into the Assignment with only the original purchaser of the revenue bonds.

The revenue bonds will be sold at a private (negotiated) sale.

NOW THEREFORE, IN ACCORDANCE WITH THE
ENABLING LAW:

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That acting pursuant to the Enabling Law, it is hereby found and determined as follows:

(1) The issuance and sale of the revenue bonds by the City pursuant to the Enabling Law in order to lend the proceeds thereof to the Borrower for the sole and exclusive purpose of financing the costs of the Project will facilitate and expedite the completion of the Project by the Borrower.

(2) The completion of the Project by the Borrower and the financing thereof as provided in this Ordinance will serve to promote the general purposes contemplated by the Enabling Law by (a) sustaining jobs and employment in Baltimore City; (b) promoting economic development in Baltimore City; and (c) encouraging the increase of industry and a balanced economy in Baltimore City.

(3) Neither the revenue bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or any other constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The revenue bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and from any other moneys made available to the City for such purpose. The proceeds of the revenue bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the revenue bonds, the Board may provide in the Resolution that the proceeds of the revenue bonds will be paid directly

to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. Payments of the principal of and premium (if any) and interest on the Loan will be paid by the Borrower directly to the Trustee as provided in the Trust Agreement or to the Original Purchaser, its successors and assigns, as provided in the Assignment, to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the revenue bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance. The loan form of transaction authorized hereunder shall in no event constitute a capital project within the meaning of any charter or statutory provision. The public purposes expressed in the Enabling Law are to be achieved by facilitating the completion of the Project by the Borrower.

(4) The City will acquire no interest in the Project other than (a) any general interest in the Borrower's property shared by all holders of the Borrower's obligations which rank and are secured equally with the Borrower's obligations pursuant to the Loan Agreement, (b) any lien and security interest created by the Loan Agreement, and (c) any interest created by any other mortgage or deed of trust or other security instrument executed and delivered by the Borrower or any third party as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution. The security for the revenue bonds shall be solely and exclusively (a) the absolute, irrevocable and unconditional obligations of the Borrower to make the payments required by the Loan Agreement, (b) moneys realized from the liquidation of any lien and security interest created by the Loan Agreement and of any other lien or security interest created with respect to any property as security for the Loan or the revenue bonds as the Board may provide for and approve in the Resolution, and (c) moneys realized from any guaranty of the revenue bonds or of the Loan as the Board may provide for and approve in the Resolution.

(5) The best interests of the City will be served by selling the revenue bonds at private (negotiated) sale, as authorized by the Enabling Law, upon terms and conditions approved by the Board in the Resolution.

SEC. 2. *And be it further ordained*, That the City is hereby authorized and empowered to issue, sell and deliver, at any time, or from time to time, and in one or more series, and as limited obligations of the City and not upon its full faith and credit, its Baltimore City, Maryland Industrial Development Revenue Bonds (New Vision, Inc. Project), in the aggregate principal amount not to exceed \$3,500,000 (the "Bonds"), subject to the provisions of this Ordinance. The proceeds of the Bonds will be loaned to the Borrower pursuant to the terms and provisions of the Loan Agreement, to be used by the Borrower for the sole and exclusive purpose of financing the costs, charges, fees, and expenses in connection with the completion of the Project. The Bonds and the interest thereon shall be limited obligations of the City, repayable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower pursuant to the Loan Agreement and from any other moneys made available to the City for such purpose. The security for the Bonds shall be solely and exclusively as provided in Section 1 of this Ordinance.

SEC. 3. *And be it further ordained*, That this Ordinance constitutes the commitment of the City to issue the Bonds, and the Mayor of the City is hereby authorized to accept the Letter of Intent on behalf of the City in order to further evidence the commitment of the City to issue the Bonds in accordance with the terms and provisions of this Ordinance.

SEC. 4. *And be it further ordained*, That each of the Bonds shall bear the descriptive title "Baltimore City, Maryland Industrial Development Revenue Bonds (New Vision, Inc. Project)", provided, that the descriptive title may contain such other descriptive information as the Board may prescribe in the Resolution (e.g. "1981 Series" or "1982 Series"). The Bonds shall bear interest at the rate or rates of interest to be determined by negotiation with the original purchaser or purchasers of the Bonds and to be approved and prescribed by the Board in the Resolution.

SEC. 5. *And be it further ordained*, That the definitive Bonds, which may be engraved, printed or typewritten, including any Trustee's Certificate of Authentication to be endorsed thereon if the Trust Agreement is entered into, shall be in such form, not inconsistent with the Enabling Law and the provisions of this Ordinance, as the Board may approve in the Resolution.

SEC. 6. *And be it further ordained*, That the Bonds shall be executed in the name of the City and on its behalf by the Mayor of the City, by his manual or facsimile signature, and by the Director of Finance of the City, by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal, by his manual signature. The Loan Agreement, the Trust Agreement or the Assignment and, where applicable, all other documents as the Board shall deem necessary to effectuate the issuance, sale and delivery of the Bonds, shall be executed in the name of the City and on its behalf by the Mayor of the City by his manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the Custodian of the City Seal by his manual signature. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds or any of the aforesaid documents shall cease to be such officer before the delivery of the Bonds or any of the other aforesaid documents, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Mayor of the City, the Director of Finance of the City, the Custodian of the City Seal and other officials of the City, are hereby authorized and empowered to do all such acts and things and execute such documents and certificates as the Board may determine in the Resolution to be necessary to carry out and comply with the provisions hereof.

SEC. 7. *And be it further ordained*, That the Bonds shall be executed, issued and delivered at any time, or from time to time and in one or more series and in such amount or amounts not exceeding, in the aggregate, the principal amount of \$3,500,000, as the Board shall prescribe in the Resolution.

SEC. 8. *And be it further ordained*, That the Bonds shall be dated, shall be in such denominations, shall be of such form and tenor, and shall be payable in such amounts, at such times and at such place or places as the Board shall prescribe in the Resolution.

SEC. 9. *And be it further ordained*, That the Bonds may be subject to redemption prior to their stated maturities upon such terms and conditions as the Board shall prescribe in the Resolution.

SEC. 10. *And be it further ordained*, That prior to the issuance, sale and delivery of the Bonds, the Board shall adopt the Resolution pursuant to which THE Board shall:

(a) prescribe the form, tenor, terms and conditions of and security for the Bonds;

(b) prescribe the actual amounts, rate or rates of interest (or the method of determining the same), denominations, date, actual maturity or maturities, and the place or places of payment of the Bonds, and the terms and conditions and details under which the Bonds may be called for redemption prior to their stated maturities;

(c) if a Trust Agreement is entered into, appoint a bank having trust powers, or a trust company, as Trustee for the Bonds and, if necessary, appoint a paying agent or agents for the Bonds, which may be the Trustee;

(d) approve the form and contents, and authorize the execution and delivery (where applicable) of (i) the Loan Agreement, (ii) the Trust Agreement or the Assignment, (iii) such other documents, including (without limitation) mortgages, deeds of trust, guaranties and security instruments as the Board shall deem necessary to approve in order to effectuate the issuance, sale and delivery of the Bonds;

(e) determine the time of execution, issuance, sale and delivery of the Bonds and prescribe any and all other details of the Bonds;

(f) provide for the direct payment by the Borrower of all costs, fees and expenses incurred by or on behalf of the City in connection with the issuance, sale and delivery of the Bonds, including (without limitation) costs of printing

(if any) and issuing the Bonds, legal expenses and compensation to any person (other than full time employees of the City) performing services by or on behalf of the City in connection therewith;

(g) if the Trust Agreement is entered into, provide for the issuance and sale (subject to the passage of an appropriate ordinance authorizing the same as may be required at the time) of one or more series of additional bonds and one or more series of refunding bonds; and

(h) do any and all things, and authorize the officials of the City to do any and all things, necessary, proper or expedient in connection with the issuance, sale and delivery of the Bonds.

SEC. 11. *And be it further ordained*, That the Loan Agreement and the Trust Agreement or the Assignment shall contain such terms, provisions and conditions, not consistent with the Enabling Law and the provisions of this Ordinance, as the Board shall approve in the Resolution.

SEC. 12. *And be it further ordained*, That as authorized by the Enabling Law, the Bonds shall be sold at private (negotiated) sale upon such terms and conditions as shall be approved by the Board in the Resolution.

SEC. 13. *And be it further ordained*, That neither the Bonds nor the interest thereon shall ever constitute a pledge of or involve the faith and credit or the taxing power of the City, and neither shall ever constitute a debt of the City within the meaning of Section 7 of Article XI of the Constitution of Maryland or other constitutional, statutory or charter provisions limiting or restricting the sale or issuance of bonds, notes or other obligations of the City, and neither shall ever constitute or give rise to any pecuniary liability of the City. The Bonds, and the interest thereon, shall be limited obligations of the City, the principal of and interest on which Bonds shall be payable by the City solely from the revenue derived from Loan repayments (both principal and interest) made to the City by the Borrower on account of the Loan and, to the extent provided by the Board in the Resolution, from the proceeds of the Bonds, and from any other moneys made available to the City for

such purpose. The proceeds of the Bonds will be paid directly to the Trustee or the Project Fund Trustee to be held and disbursed by the Trustee as provided in the Trust Agreement or by the Project Fund Trustee as provided in the Assignment to be approved by the Board in the Resolution, provided, however, that if the Board finds and determines, pursuant to the Resolution, that the Project will be completed on or before the date of delivery of the Bonds, the Board may provide in the Resolution that the proceeds of the Bonds will be paid directly to the Borrower, or for the account of the Borrower, to be used by the Borrower to pay the costs of, or to reimburse the Borrower for the payment of the costs of, the completion of the Project, as provided in the Assignment to be approved by the Board in the Resolution. No such moneys will be commingled with the City's funds or will be subject to the absolute control of the City, but will be subject only to such limited supervision and checks as are deemed necessary or desirable by the City to insure that the proceeds of the Bonds are used to accomplish the public purposes of the Enabling Law and this Ordinance.

SEC. 14. *And be it further ordained*, That in consideration of the purchase and acceptance of the Bonds by those who shall hold the Bonds from time to time, the City does hereby, and by the execution and delivery of the Trust Agreement or the Assignment to be approved by the Board shall, set aside and pledge the income and revenue under the Loan Agreement (other than payments to the City for indemnification or to reimburse the City for expenses incurred by the City itself) to the Trustee or, if the Assignment is entered into, the Original Purchaser, its successors and assigns, to be used and applied for the payment of the principal of and interest on the Bonds. Pursuant to the terms of the Loan Agreement to be approved by the Board in the Resolution, payments sufficient for the prompt payment when due of the principal of, premium, if any, and interest on the Bonds are to be paid by the Borrower to the Trustee for the benefit of the holders of the Bonds, or, if the Assignment is entered into, to the Original Purchaser, its successors and assigns, for the account of the City.

SEC. 15. *And be it further ordained*, That the Borrower shall agree that:

(a) It will submit any plans and specifications for portions of the Project within Baltimore City to the Department of Housing and Community Development for approval, which approval shall not be withheld unreasonably; and

(b) It and its developers will work with the design advisory group appointed by the Department of Housing and Community Development in order to achieve high quality and design.

SEC. 16. *And be it further ordained*, That notwithstanding the provisions of the foregoing Sections of this Ordinance, so long as the acquisition of real property in Baltimore County, construction of improvements thereon and purchase and installation of facilities and equipment shall be included in the Project, this Ordinance shall be ineffective until there is delivered to the Board of Finance a copy of the express written consent of the County Executive and County Council of Baltimore County.

SEC. 17. *And be it further ordained*, That the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance, or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Ordinance or any part hereof are inapplicable had been specifically exempted herefrom.

SEC. 18. *And be it further ordained*, That, if the Bonds are not issued and sold within one year from the date on which this Ordinance is approved by the Mayor of the City, the authorization provided in this Ordinance for the City to issue and sell the Bonds shall expire; provided, however, that the Board may, after a showing of good cause at a public hearing held before the Board, extend such authorization for one additional term not to exceed six months. The

Board, in its sole discretion, shall determine the sufficiency, or lack thereof, of the reasons presented for any requested extension of this Ordinance. If an extension is granted, notice of such extension and the reasons therefor must be sent to the City Council.

SEC. 19. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved December 15, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 558

(Council No. 747)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
PARKING LOT

FOR the purpose of granting permission for the establishment, maintenance and operation of an open off-street parking area on the property located at the rear of 4662 Belair Road as outlined in red on the plats accompanying this ordinance.

BY authority of

Article 30—Zoning

Sections 4.5-1d and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted for the establishment, maintenance and operation of an open off-street parking area on the property located at the rear of 4662 Belair Road as outlined in red on the plats accompanying this ordinance, under the provisions of Sections 4.5-1d and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning".

SEC. 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor approves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 16, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 559

(Council No. 769)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
COMMUNITY CORRECTION CENTER

FOR the purpose of amending Section 2 of Ordinance No. 775, approved June 16, 1978, by extending the time deadline and conditions imposed on Southeast Baltimore Group Homes, Inc. for the establishment of a Community Correction Center (Juvenile Group Home) at 1422 East Baltimore Street.

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Section 2 of Ordinance No. 775, approved June 16, 1978, be and the same is hereby amended to read as follows:

SEC. 2. *And be it further ordained*, That this ordinance is passed on the condition that Southeast Baltimore Group Homes, Inc., shall be operating and maintaining a Juvenile Group Home at 1422 East Baltimore Street [within 24 months from the date of passage of this ordinance.] *on or before January 1, 1983.*

SEC. 3. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 16, 1981.

WILLIAM DONALD SCHAEFER, *Mayor.*

No. 560

(Council No. 731)

AN ORDINANCE concerning

ELDERLY AND HANDICAPPED SEATING
ON MASS TRANSIT FACILITIES

FOR the purpose of requiring, at the request of the mass transit facility operator OR A POLICE OFFICER, that certain priority seating shall be used by elderly or handicapped persons, and providing penalties.

BY adding

Article 19—Police Ordinances

Section 23A—to be under a new subtitle, “Elderly and Handicapped Seating on Mass Transit Facilities”

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That Section(s) of the Baltimore City Code be added, repealed and amended to read as follows:

Article 19—Police Ordinances

*Subtitle—Elderly and Handicapped Seating
on Mass Transit Facilities*

23A

(a) *As used in this subtitle the following words have the meanings indicated unless the context indicates otherwise:*

(1) "Elderly and handicapped person" means any person who, by reason of illness, injury, age, congenital malfunction or other permanent or temporary incapacity or disability is unable to utilize mass transit facilities and services as effectively as a person who is not so affected.

(2) "Mass transit facility means any ~~common carrier under the jurisdiction of the Mass Transit Administration, which is in the Department of Transportation of the State of Maryland.~~ PUBLIC PASSENGER MOTOR BUS, STREETCAR, SUBWAY, OR OTHER MASS TRANSIT FACILITY OPERATED EITHER BY THE MASS TRANSIT ADMINISTRATION, WHICH IS IN THE DEPARTMENT OF TRANSPORTATION OF THE STATE OF MARYLAND, OR BY ANY OTHER PUBLICLY OR PRIVATELY OWNED ENTITY.

(3) "~~Priority seating" means any seat that is designated for use by elderly or handicapped persons.~~

(3) "POLICE OFFICER" MEANS ANY PERSON WHO, IN HIS OR HER OFFICIAL CAPACITY IS AUTHORIZED BY LAW TO MAKE ARRESTS AND WHO IS A MEMBER OF ONE OF THE FOLLOWING LAW ENFORCEMENT AGENCIES:

(I) THE MARYLAND STATE POLICE;

(II) THE BALTIMORE CITY POLICE DEPARTMENT; OR

(III) THE MASS TRANSIT ADMINISTRATION POLICE FORCE OF THE DEPARTMENT OF TRANSPORTATION.

(4) "PRIORITY SEATING" MEANS ANY SEAT THAT IS DESIGNATED FOR USE BY ELDERLY OR HANDICAPPED PERSONS.

(b) A passenger shall not refuse a request of a mass transit facility operator OR POLICE OFFICER to relinquish a priority seat to a handicapped or elderly person DISPLAYING A SENIOR CITIZEN OR HANDICAPPED CARD ISSUED BY THE MASS TRANSIT ADMINISTRATION when a SAID handicapped or elderly person requests a priority seat.

(C) PRIORITY SEATS SHALL BE POSTED WITH A NOTICE INFORMING PASSENGERS THAT ELDERLY AND HANDICAPPED PERSONS HAVE A RIGHT TO THE PRIORITY SEAT.

~~(C)~~ (D) Any person who violates the provisions of this section shall be guilty of a misdemeanor and upon conviction, shall be subject to a fine not exceeding \$50.00 for each violation.

SEC. 2. And be it further ordained, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 561

(Council No. 799)

AN ORDINANCE concerning

STORM AND WATER DRAINAGE—CONTROLLING
AND REGULATING STORM AND WATER
DRAINAGE ACROSS 4701 PARKWOOD AVENUE

FOR the purpose of authorizing the acquisition by purchase or condemnation by the Mayor and City Council of Baltimore of the fee simple interests or such other interests as the Director of the Department of Public Works may deem necessary or sufficient in and to all or portion of that Lot No. 21 of the Final Subdivision Plat of Parkwood Manor and the improvements thereon known as 4701 Parkwood Avenue for public purposes, namely for controlling and regulating storm and water drainage as in its judgment is desirable and for this purpose to take such action as necessary which could include but not be limited to changing the course, line, depth and boundaries of said water course, to grading, regrading, placing or constructing necessary structures

and authorizing the acquisition by purchase or condemnation of any property rights, interests, easements and/or right of ways necessary.

BY authority of

Article I—General Provisions

Section—4

Article II—General Powers

Sections—2, 32

Baltimore City Charter (1964 Revision, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That it is necessary to acquire by purchase or condemnation for public purposes namely for controlling and regulating storm and water drainage as in its judgment is desirable and for this purpose to take such action as necessary which could include but not be limited to changing the course, line, depth and boundaries of said water course, to grading, regrading, placing or constructing necessary structures; the fee simple interests or such other interests as the Director of Public Works may deem necessary, in and to ALL or portions thereof of that parcel of land situate in Baltimore City, including the improvements thereon, bounded as follows:

BEGINNING ~~for the third~~ at a point on the southwest side of Parkwood Avenue (50 feet wide) distant 396.00 feet southeasterly from the corner formed by the intersection of the southwest side of Parkwood Avenue and the southeast side of ~~Planfield~~ PLAINFIELD Avenue (50 feet wide), said point of beginning being at the division line between Lots No. 20 and 21, as shown on the Final Subdivision Plat of Parkwood Manor, dated March 2nd, 1960, and recorded among the Land Records of Baltimore City in Plat Folder No. 1366; thence binding on the southwest side of Parkwood Avenue, south 40 degrees 23 minutes 20 seconds east, 46 feet to the division line between Lots No. 21 and 22; thence binding on said division line, south 49 degrees 36 minutes 40 seconds west, 125.00 feet to the division line between Lots No. 21 and 28; thence binding on said line north 40 degrees 23 minutes 20 seconds west 46.00 feet to the division line between Lots No. 20 and 21; thence binding on said division line north 49 degrees 36 minutes 40 seconds east, 125 feet to the place of beginning.

BEING Lot No. 21 as shown on the Final Subdivision Plat of Parkwood Manor. The improvements thereon known as No. 4701 Parkwood Avenue.

All courses and distances in the above description are referred to the true ~~median~~ MERIDIAN as adopted by the Baltimore Survey Control System.

Including all property or portions thereon, rights, interests, easements, right of ways necessary to control and regulate storm and water drainage as described.

Any mention or reference to any streets, roads, avenues, highways or alleys in this ordinance is for the purpose of description only, and shall not be held or taken to be any evidence whatever that said street, road, avenue, highway, alley or any of them, are public, dedicated or private thoroughfares.

SEC. 2. *And be it further ordained,* That the Director of the Department of Public Works or the person or persons of the Board of Estimates of Baltimore City may hereafter from time to time designate, is or are hereby authorized to acquire on behalf of the Mayor and City Council of Baltimore, and for the purposes described in this ordinance, the fee simple interest or such other interests as the said Director may deem necessary or sufficient in and to said parcel of land or portion or portions thereof and improvements thereupon, including all property or portions thereof, rights, interests, easements and/or right of ways necessary to control and regulate storm and water drainage as described herein. If said Director of the Department of Public Works, or person or persons the Board of Estimates of Baltimore City ~~they~~ MAY designate are unable to agree with the owner or owners on the purchase price of the said parcel of land or portion or portions thereof and improvements thereupon or for any of the said properties, or portions thereof, rights, interests, easements or right of ways, they shall forthwith notify the City Solicitor of Baltimore City who shall thereupon institute in the name of the Mayor and City Council of Baltimore the necessary legal proceedings to acquire by condemnation the fee simple interests or such other rights, interests, easements, right of ways to said parcel

or portion thereof including improvements necessary and sufficient to control and regulate storm and water drainage as described herein AS THE SAID DIRECTOR MAY DEEM NECESSARY OR SUFFICIENT.

SEC. 3. *And be it further ordained*, That the proceedings for the acquisition by condemnation of the property and rights herein described and the rights of all parties interested or affected thereby shall be regulated by and be in accordance with the provisions of The Real Property Article of the Annotated Code of Maryland (1974), Title 12, Section 101 Et Seq. and any and all amendments thereof.

SEC. 4. *And be it further ordained*, That after the necessary properties, lands, improvements, rights or easements have been acquired as hereinbefore provided, the Director of the Department of Public Works of Baltimore City is hereby authorized and directed to take all action or actions necessary to control and regulate storm and water drainage as described herein.

SEC. 5. *And be it further ordained*, That in the event it be judicially determined that any word, phrase, clause, sentence, paragraph, section or part in or of this ordinance, or the application thereof to any person or circumstances is invalid, the remaining provisions and the application of such provisions to other persons or circumstances shall not be affected thereby, the Mayor and City Council hereby declaring that they would have ordained the remaining provisions of this ordinance without the word, phrase, clause, sentence, paragraph, section or part or the application thereof so held invalid.

SEC. 6. *And be it further ordained*, That this Ordinance shall take effect from the date of its passage.

Approved December 17, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 562

(Council No. 558)

AN ORDINANCE concerning

ROOF SIGN—4301 PULASKI HIGHWAY

FOR the purpose of granting permission for the construction of an illuminated sign on the top of a water tower located at 4301 Pulaski Highway.

BY authority of

Article 32—Building Code

Chapter 14—Permits

Paragraph 1400(e)

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That in order to comply with the provisions of Paragraph 1400(e) of Article 32 of the Baltimore City Code (1976 Edition, as amended), title "Building Code", permission is hereby granted for the construction and maintenance of an illuminated sign on the top of a steel water tower which is on top of the building located on the premises known as 4301 Pulaski Highway. The sign shall consist of a stripped-down U-Haul truck which shall be approximately 31 feet long, 10 feet high and 9 feet wide. Except as provided in this ordinance, all other ordinances and regulations of the Mayor and City Council of Baltimore shall be complied with in the construction and erection of this sign.

SEC. 2. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 18, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 563

(Council No. 767)

AN ORDINANCE concerning

ZONING—APPROVAL FOR CONDITIONAL USE
PARKING LOTS

FOR the purpose of granting permission for the establishment, maintenance and operation of open off-street parking areas on portions of the following properties in the Washington Village Urban Renewal Area:

- (1) 800 Lemmon Street (Block 255, Lot 1/8) as outlined in red on the plat accompanying this ordinance.
- (2) ~~222 Otterbean~~ OTTERBEIN Street as outlined in blue on the plat accompanying this ordinance.

BY authority of

Article 30—Zoning

Sections 4.9-1d and 11.0-6d

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That permission is hereby granted for the establishment, maintenance and operation of open off-street parking areas on portions of the following properties in the Washington Village Urban Renewal Area under the provisions of Sections 4.9-1d and 11.0-6d of Article 30 of the Baltimore City Code (1976 Edition, as amended) title "Zoning":

- (1) 800 Lemmon Street (Block 255, Lot 1/8) as outlined in red on the plat accompanying this ordinance.
- (2) 222 Otterbein Street as outlined in blue on the plat accompanying this ordinance.

SEC 2. *And be it further ordained*, That upon passage of this ordinance by the City Council, as evidence of the authenticity of the plat which is a part hereof and in order to give notice to the departments which are administering the Zoning Ordinance, the President of the City Council shall sign the plat and when the Mayor ap-

proves the ordinance, he shall sign the plat. The Director of Finance shall then transmit a copy of the ordinance and one of the plats to the following: the Board of Municipal and Zoning Appeals, the Planning Commission, the Commissioner of the Department of Housing and Community Development and the Zoning Administrator.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved December 18, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 564

(Council No. 897)

AN ORDINANCE concerning

CITY PROPERTY—SALE

FOR the purpose of authorizing the Mayor and City Council of Baltimore to sell either at public or private sale all the interest of the Mayor and City Council of Baltimore in and to certain parcel of land and improvements no longer needed for public use located at 1030 South Linwood Avenue, formerly known as Fire Station Number 22.

BY authority of

Article V—Comptroller

Section 5 (b)

Baltimore City Charter (1964 Revision as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the Comptroller of Baltimore City be and he is hereby authorized to sell at either public or private sale in accordance with Article V, Section 5 (b) of the City Charter, all of the interest of the Mayor and City Council of Baltimore in and to that parcel of land situate in Baltimore, Maryland, and described as follows:

BEGINNING for the same on the West side of Patuxent Street, at the distance of three hundred and five feet and three inches Southerly from the Southwest corner of Patuxent and Dillon Streets, being also at a point where the West side of Patuxent Street is intersected by the South side of O'Donnell Street (North) fifty feet wide, and running thence Westerly, binding on the South side of O'Donnell Street, (North) one hundred and twenty feet, thence Southerly, parallel with Patuxent Street, sixty feet to the North side of O'Donnell Street (South), thence Easterly, binding on the North side of O'Donnell Street (South) one hundred and twenty feet to Patuxent Street, and thence Northerly, binding on the West side of Patuxent Street, sixty feet to the place of beginning. Being known as 1030 S. Linwood Avenue.

Said property being no longer needed for public use.

SEC. 2. *And be it further ordained*, That no deed or deeds shall pass in accordance herewith, until the same shall have been first approved by the City Solicitor.

SEC. 3. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved December 18, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 565

(Council No. 931)

AN ORDINANCE concerning

URBAN RENEWAL—MONTGOMERY—
AMENDMENT NO. 1 TO THE RENEWAL PLAN

FOR the purpose of amending the Urban Renewal Plan for Montgomery to, among other things; (1) expand the project boundary to include the block bounded by Warren and Riverside Avenues and Grindall and

William Streets; (2) authorize the acquisition of certain properties within this block by the Mayor and City Council of Baltimore; (3) create two Disposition Lots within this block for residential and public park use AND INDICATE EASEMENT; (4) revise certain exhibits to indicate the changes proposed herein; (5) waive such requirements, if any, as to content or procedure for the preparation, adoption, and approval of renewal plans as set forth in Article 13 of the Baltimore City Code (1976 Edition, as amended) which the amended Renewal Plan for Montgomery may not meet; (6) provide for the separability of the various parts and applications of this Ordinance; (7) provide that where the provisions of this Ordinance shall conflict with any other ordinance, code or regulation, the provision which establishes the higher standard shall prevail; and (8) provide for an effective date hereof.

WHEREAS, an Urban Renewal Plan for Montgomery was approved by the Mayor and City Council of Baltimore by Ordinance No. 1014, dated May 14, 1979; and

WHEREAS, pursuant to Article 13 of the Baltimore City Code (1976 Edition, as amended), no substantial change or changes shall be made in any renewal plan after approval by ordinance, without such change or changes first being adopted and approved in the same manner as set forth in said Article 13 for the approval of renewal plans, namely the preparation of such change or changes by the Department of Housing and Community Development, the approval of such change or changes by the Director of the Department of Planning, and approval and adoption by an ordinance of the Mayor and City Council of Baltimore after a public hearing in relation thereto, all in the manner set forth in said Article 13; and

WHEREAS, said amended Renewal Plan for Montgomery has been approved by the Director of the Department of Planning with respect to its conformity as to the Master Plan, the detailed location of any public improvements proposed in the amended Renewal Plan, its conformity to the rules and regulations for subdivisions, and its conformity with existing zoning classifications; and said amended Renewal Plan has been approved and recom-

mended to the Mayor and City Council of Baltimore by the Commissioner of the Department of Housing and Community Development; now, therefore,

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That the amended Urban Renewal Plan for Montgomery, identified as "Urban Renewal Plan, Montgomery . . . revised to include Amendment No. 1, dated November 5, 1981, AND FURTHER REVISED DECEMBER 1, 1981" is hereby approved and the Clerk of the City Council is hereby directed to file a copy of said amended Urban Renewal Plan with the Department of Legislative Reference as a permanent public record and to make the same available for public inspection and information.

SEC. 2. *And be it further ordained*, That the boundaries of the Montgomery Urban Renewal Project shall be extended to include the block bounded by Warren and Riverside Avenues and Grindall and William Streets; therefore, the boundary of Montgomery, as described in Ordinance 1014, approved May 14, 1979 (page 3, line 9 through page 5, line 44), is hereby amended to read as follows:

Beginning for the same at the intersection of the north side of W. Henrietta Street and the east side of S. Sharp Street; thence from said point of beginning and binding on the north side of W. Henrietta Street northwesterly to the east side of I-395 right-of-way; thence binding on the east side of I-395 right-of-way northerly to intersect the north side of W. Hill Street; thence binding on the north side of W. Hill Street easterly to *intersect* the east side of S. Sharp Street; thence binding on the east side of S. Sharp Street southerly to *intersect* the south side of W. Hughes Street, as extended; thence binding on the south side of W. Hughes Street easterly, crossing S. Charles Street, and continuing on the south side of E. Hughes Street easterly to intersect the east side of Light Street; thence binding on the east side of Light Street southerly to intersect the north side of E. Montgomery Street; thence binding on the north side of E. Montgomery Street easterly to the southwest corner of 102 E. Montgomery Street; thence binding on the west lot

line of 102 E. Montgomery Street northerly to the northwest corner of 102 E. Montgomery Street; thence binding on the north lot lines of the properties 102 through 120 E. Montgomery Street easterly to the northeast corner of 120 E. Montgomery Street; thence binding on the west, north, and east lot lines of the property known as 122-124 E. Montgomery Street to the northwest corner of 126 E. Montgomery Street; thence binding on THE north lot lines of 126 and 128 E. Montgomery Street easterly to the east lot line of 128 E. Montgomery Street; thence binding on the east lot line of 128 E. Montgomery Street southerly to intersect the northwest corner of 130 E. Montgomery Street; thence binding on the north lot lines of 130 and 132 E. Montgomery Street easterly extending across William Street to intersect the northwest corner of 200 E. Montgomery Street; thence binding on the north lot lines of 200 and 200½ E. Montgomery Street to intersect the west lot line of 202 E. Montgomery Street; thence binding on the west lot line of 202 E. Montgomery Street northerly to intersect the northwest corner of 202 E. Montgomery Street; thence binding on the north lot lines of 202 through 240 E. Montgomery Street as extended easterly across Battery Avenue to intersect the east side of Battery Avenue;

thence binding on the east side of Battery Avenue southerly to intersect the [north] south side of Warren Avenue; *thence binding on the south side of Warren Avenue easterly to intersect the east side of Riverside Avenue; thence binding on the east side of Riverside Avenue southerly to intersect the south side of E. Hamburg Street; thence binding on the south side of E. Hamburg Street westerly to intersect the east side of Riverside Avenue; thence binding on the east side of Riverside Avenue southerly to intersect the south side of Grindall Street, as extended; thence binding on the south side of Grindall Street as extended westerly to intersect the west side of William Street; thence binding on the west side of William Street northwesterly, crossing E. Hamburg Street, and continuing on the west side of William Street northerly to intersect the north side of Warren Avenue; thence binding on the north side of Warren Avenue westerly to intersect the east side of Light Street; thence binding on a straight line connecting said intersection with the inter-*

section of the west side of Light Street and the south side of E. Henrietta Street; thence binding on the south side of E. Henrietta Street westerly to intersect the east side of the first 10-foot alley; thence binding on the east side of said alley southerly to *intersect* the south side of the first 2-foot alley, as extended; thence binding on the south side of said alley westerly to intersect the east side of Harden Court; thence binding on the east side of Harden Court southerly to intersect the north side of E. Wheeling Street; thence binding on the north side of E. Wheeling Street westerly to intersect the east side of S. Charles Street; thence binding on the east side of S. Charles Street northerly to intersect the south side of E. Henrietta Street; thence crossing S. Charles Street westerly on the south side of E. Henrietta Street, as extended to the west side of S. Charles Street; thence binding on the west side of S. Charles Street northerly to intersect the south side of W. Churchill Street; thence binding on the south side of W. Churchill Street westerly to intersect the west side of S. Hanover Street; thence binding on the west side of S. Hanover Street northerly to *intersect* the southeast corner of 800-06 S. Hanover Street; thence binding on the south lot line of 800-06 S. Hanover Street westerly to intersect the east side of Bevan Street; thence binding on the east side of Bevan Street northeasterly to intersect the south lot line of 109 W. Montgomery Street, as extended; thence binding on the south lot lines of 109, 111, and 113 W. Montgomery Street northwesterly to intersect the east side of Leadenhall Street; thence binding on the east side of Leadenhall Street southwestly to intersect the first 5-foot alley south of W. Montgomery Street, as extended; thence binding on the south side of said alley northeasterly to intersect the east side of Peach Street; thence binding on the east side of Peach Street southwestly to intersect the north lot line of 803 S. Sharp Street, as extended; thence binding on the north lot line of 803 S. Sharp Street northwesterly to the east side of S. Sharp Street; thence binding on the east side of S. Sharp Street southwestly to the point of beginning.

SEC. 3. *And be it further ordained*, That it is necessary to acquire, by purchase or by condemnation, for urban renewal purposes, the fee simple interest or any lesser

interest in and to the following properties or portions thereof, together with all right, title, interest, and estate that the owner or owners of said property interests may have in all streets, alleys, ways or lanes, public or private, both abutting the whole area described and/or contained within the perimeter of said area, situate in Baltimore City, Maryland, and described as follows:

201 Warren Avenue
211-301 Warren Avenue
1025 William Street

SEC. 4. *And be it further ordained*, That the Real Estate Acquisition Division of the Department of the Comptroller, or such person or persons and in such manner as the Board of Estimates, in the exercise of the power vested in it by Article V, Section 5 of the Baltimore City Charter, may hereafter from time to time designate, is or are authorized to acquire on behalf of the Mayor and City Council of Baltimore and for the purposes described in this Ordinance, the fee simple interest or any lesser interest in and to the properties or portions thereof hereinabove mentioned. If the said Real Estate Acquisition Division of the Department of the Comptroller, or such person or persons, and in such manner as the Board of Estimates in the exercise of the power vested in it by Article V, Section 5 of the Baltimore City Charter, may hereafter from time to time designate is or are unable to agree with the owner or owners on the purchase price for said properties or portions thereof, it or they shall forthwith notify the City Solicitor of Baltimore City, who shall thereupon institute in the name of the Mayor and City Council of Baltimore the necessary legal proceedings to acquire by condemnation, the fee simple interest or any lesser interest in and to said properties or portions thereof.

SEC. 5. *And be it further ordained*, That the two Disposition Lots created within the block bounded by Warren and Riverside Avenues and Grindall and William Streets for residential and public park use, AND THE EASEMENT PROVIDED as indicated on Exhibit 3, Land Disposition Map, dated as revised November 5, 1981, AND FURTHER REVISED DECEMBER 1, 1981 are hereby approved.

SEC. 6. *And be it further ordained*, That the following revised Exhibits are hereby approved: Exhibit 1—Land Use Plan; Exhibit 2—Property Acquisition Map; ~~Exhibit 3—Land Disposition Map~~; and Exhibit 4—Zoning Districts Map, all dated as revised November 5, 1981; ; AND EXHIBIT 3—LAND DISPOSITION MAP, DATED AS REVISED NOVEMBER 5, 1981, AND FURTHER REVISED DECEMBER 1, 1981.

SEC. 7. *And be it further ordained*, That in whatever respect, if any, the amended Renewal Plan approved hereby for Montgomery may not meet the requirements as to the content of a renewal plan or the procedure for the preparation, adoption, and approval of renewal plans as provided in Article 13 of the Baltimore City Code (1976 Edition, as amended), the said requirements are hereby waived and the amended Renewal Plan approved hereby is exempted therefrom.

SEC. 8. *And be it further ordained*, That in the event it be judicially determined that any word, phrase, clause, sentence, paragraph, section or part in or of this Ordinance, or the application thereof to any persons or circumstances is invalid, the remaining provisions and the application of such provisions to other persons or circumstances shall not be affected thereby, the Mayor and City Council hereby declaring that they would have ordained the remaining provisions of this Ordinance without the word, phrase, clause, sentence, paragraph, section or part, or the application thereof so held invalid.

SEC. 9. *And be it further ordained*, That in any case where a provision of this Ordinance concerns the same subject matter as an existing provision of any zoning, building, electrical, plumbing, health, fire or safety ordinance or code or regulation, the applicable provisions concerned shall be construed so as to give effect to each; provided; however, that if such provisions are found to be in irreconcilable conflict with an existing provision of any other ordinance or code or regulation in force in the City of Baltimore which establishes a lower standard for the promotion and protection of the public health and safety, the provision of this Ordinance shall prevail, and

the other existing provision of such other ordinance or code or regulation, is hereby repealed to the extent that it may be found in conflict with this ordinance.

SEC. 10. *And be it further ordained*, That this ordinance shall take effect from the date of its passage.

Approved December 18, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 566

(Council No. 955)

AN ORDINANCE concerning

NORTHEAST MARYLAND WASTE DISPOSAL
AUTHORITY—BALTIMORE CITY RESOURCE
RECOVERY FACILITY

FOR the purpose of authorizing and providing for the Mayor and City Council of Baltimore to participate in a resource recovery facility to be located in Baltimore City, Maryland; making certain findings concerning such participation; providing for the execution of and approving the form of a Site Lease between the City and Northeast Maryland Waste Disposal Authority (the "Authority") or its designee pursuant to which the site on which such facility will be constructed shall be leased to the Authority or its designee; providing for the execution of and approving the form of an Agreement of Sale, a Deed of Buildings and an Assignment and Bill of Sale between the City and the Authority or its designee pursuant to which certain real and personal property located on such facility site will be sold; providing for the execution of and approving the form of a Subdivision User Contract between the City and the Authority having a term at least as long as the term of any revenue obligations issued by the Authority to finance such facility pursuant to which contract the City shall, among other things, agree to deliver specified amounts

of waste and pay through tipping fees the cost associated with disposal of such amounts in accordance with the terms of such Subdivision User Contract whether or not such amounts are delivered; and generally providing for and determining various matters in connection with the participation of the City in such resource recovery facility and the execution and delivery of such documents.

RECITALS

Northeast Maryland Waste Disposal Authority (the "Authority") was created by and exists under Chapter 871 of the Laws of Maryland of 1980, as amended (the "Act") in order to assist certain participating political subdivisions of the State of Maryland, other public entities and the private sector of the economy to provide adequate waste disposal facilities and facilities for the generation of steam and electricity by providing a regional coordinating agency and a financing vehicle for such facilities.

Mayor and City Council of Baltimore (THE "CITY") has entered into the Northeast Maryland Regional Solid Waste Management Agreement dated December 1, 1980, as amended (the "Regional Management Agreement"), in order to establish such a regional solid waste management system. The parties to the Regional Management Agreement recognized that the failure properly to dispose of solid wastes generated in the region can create serious economic, environmental and public health problems.

The Regional Management Agreement contemplates the construction of a 2000 ton per day solid waste, refuse to energy, disposal facility in the City of Baltimore (the "Facility"). Based upon present and prospective availability of sanitary landfills and current levels of resource recovery technology, it is essential that such a facility be made available. The Authority has determined that there is a need for the disposal at the Facility of approximately 1200 tons per day of solid waste which is collected primarily from residential sources by or on behalf of the City and Baltimore County, Maryland (the "Subdivision Tonnage"), as well

as for the disposal of substantial additional quantities of commercial and light industrial (non-hazardous) waste originating in the area to be served by the Facility. It would be desirable if the Facility were to have capacity in excess of the Subdivision Tonnage in order to provide for the disposal of such commercial and light industrial waste, which otherwise could become a burden on publicly-operated disposal facilities. In order to assist the City and Baltimore County, Maryland (collectively, the "Subdivisions") with the disposal of the Subdivision Tonnage, the Authority has offered to enter into separate, long-term waste disposal contracts (the "Subdivision User Contracts") with each Subdivision. The Subdivision User Contracts would collectively provide for the disposal of the Subdivision Tonnage at the Facility (or such other disposal facilities as the Authority may designate).

Subject to the approval of the Subdivisions as herein provided, the Authority intends to enter into contractual arrangements with a single, qualified private sector entity in order to provide for the design, construction, equipping, ownership and operation of the Facility by such entity.

As a result of the competitive procurement process described below, the Authority has received a proposal from Wheelabrator-Frye Inc. ("WFI") with respect to the Facility. WFI has proposed to form Baltimore Refuse Energy Systems Company ("Bresco"), a Maryland partnership with an indirect subsidiary of WFI as its managing partner, and to have Bresco design, construct, equip, own and operate the Facility. The involvement of WFI and Bresco will promote the purposes of the Authority and the Regional Management Agreement and further the interests of the City. WFI has indicated its willingness to provide for commitments to the Facility in the form of equity and certain funding commitments which would permit the construction of a Facility with a capacity in excess of the Subdivision Tonnage thereby allowing the Subdivisions to benefit through the economies of scale associated with the construction of a larger facility and providing for the disposal of commercial and light industrial solid waste.

WFI and Bresco also bring proven technology via licenses held by WFI and experience in the construction and operation in this country of a facility similar to the Facility.

The Authority undertook a two-step process to provide a single private entity which is financially and technically capable of designing, constructing and operating the Facility. On November 20, 1980, the Authority issued a Request for Qualifications in order to select qualified firms with which to enter into competitive negotiations. The Authority reviewed the responses to its Request for Qualifications and determined that two of the groups which responded to the Request for Qualifications (the "Qualified Firms") would be requested to enter into simultaneous competitive negotiations with respect to the design, construction and operation of the Facility.

On February 20, 1981, the Authority issued its Basis of Negotiation (the "BON") document to the Qualified Firms. The BON set forth the technical and financial parameters within which the Authority, on behalf of the Subdivisions would conduct competitive negotiations with the Qualified Firms, to the end that one of the Qualified Firms would be selected to negotiate exclusively with the Authority the terms and conditions under which such Qualified Firm would construct and operate the Facility.

Following four months of competitive negotiations, the Authority, by resolution adopted on May 26, 1981, determined that such exclusive negotiations should be held with WFI.

Since May 26, 1981, the Authority and WFI have conducted extensive and detailed negotiations on agreements providing for the design, construction and operation of the Facility. As a result of such negotiations, the following draft agreements (the "Project Documents") have been developed.

- (1) A Facility Agreement between the Authority and Bresco which (by way of general description and

not limitation) provides for the design, construction, equipping, ownership and operation of the Facility by Bresco (the "Facility Agreement").

(2) An Additional Contributions Agreement between the partners of Bresco and WFI, on the one hand, and the Authority and the trustee for the Authority's bonds issued to finance the Facility, on the other hand, which (by way of general description and not limitation) requires WFI and such partners to make available to Bresco funds to meet certain obligations of Bresco under the Facility Agreement and other agreements (the "Additional Contributions Agreement");

(3) A Subdivision User Contract between the Authority and the City which (by way of general description and not limitation) provides for the disposal by the Authority of specified quantities of solid waste to be delivered by or on behalf of the City and for the payment by the City of the disposal costs therefor through tipping fees, whether or not the City delivers such waste.

(4) An Electric Power Purchase Contract among the Authority, Bresco and Baltimore Gas and Electric Company which (by way of general description and not limitation) provides for Baltimore Gas and Electric Company to purchase electricity produced by the Facility (the "Electric Power Purchase Contract");

(5) A Residue Disposal Contract between the Authority and Baltimore County, Maryland, which (by way of general description and not limitation) provides for the disposal of specified amounts of residue and other materials from the Facility at the Eastern Sanitary Landfill or such other facilities as may be provided by Baltimore County (the "Residue Disposal Contract");

(6) A Site Lease between the Authority (or its designee) and the City which (by way of general description and not limitation) provides for the leasing by the City of the site on Annapolis Road in Baltimore City (the "Facility Site") on which the Facility will be constructed (the "Site Lease");

(7) An Agreement of Sale between the City and the Authority (or its designee) (the "Agreement of Sale") and a Deed of Buildings by the City (the "Deed of Buildings") which (by way of general description and not limitation) together provide for the sale by the City of the real property located on the Facility Site;

(8) An Assignment and Bill of Sale by the City which (by way of general description and not limitation) provides for the sale of personal property located on the Facility Site to the Authority (or its designee) (the "Bill of Sale");

The Authority indicated its commitment, by resolution adopted on March 30, 1981, as supplemented by a resolution of the Authority adopted on October 5, 1981, to issue its bonds, notes or other obligations in order to finance, all or a portion of the costs of the Facility. The sale of such bonds, notes or other obligations would be facilitated by the prior approval by the City of each of the Project Documents to which the City is party. The Authority intends to develop the financing documents necessary for the sale of such bonds, notes or other obligations, which financing documents may include (without limitation) a loan agreement or loan agreements, a trust indenture or trust indentures (which may be in the form of a bond resolution or bond resolutions), a mortgage or mortgages, a guarantee or guarantees or other form or forms of security and an official statement or official statements (collectively, the "Financing Documents").

NOW, THEREFORE,

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That, (the terms used in this Ordinance shall have the meanings prescribed in the Recitals hereto) it is hereby found and determined that:

(a) The design, construction, equipping, ownership and operation of the Facility, in the manner and upon the terms and conditions described in the Project Documents, is in the best interests of the City. The failure so to provide for the Facility in order to dispose of solid wastes generated in the region can create serious economic, environmental and public health problems.

(b) The Facility provides the economies of scale and opportunities for resource recovery in the disposal of solid waste contemplated by the Regional Management Agreement; and the City desires to participate in the regional system for the disposal of solid waste established by the Facility in conjunction with any other subdivision which enters into a Subdivision User Contract.

(c) It is in the public interest of the City that the Authority proceed with the negotiation and preparation of the Financing Documents, and take all actions which the Authority, in its discretion, deems to be necessary or appropriate for the issuance and sale of its bonds, notes or other obligations to finance the Facility and for the execution and delivery of the Project Documents and the Financing Documents by the parties thereto. The City recognizes that among other things, the Authority will assign its rights and obligations under certain of the Project Documents to Bresco.

(d) The Authority has engaged in a continuous competitive procurement for the Facility which began approximately one year ago, involving arrangements for the use of the Facility by those subdivisions participating in it and for providing for the construction, operation and financing of the Facility in a cost effective manner. As permitted and authorized by the Act, the City is entering into contracts directly with the Authority to accomplish and consummate the results of that competitive procurement. Moreover, in view of the competitive nature of such procurement process, it would be unnecessary, impracticable, inappropriate, infeasible and disadvantageous for there to be any further competitive procurement on the part of the City. Any such further competitive procurement would be inadequate to develop, or assist in the development of, the complex and inter-related form of the transactions necessary to meet the goals and achieve the purposes of the Authority and the City, taking into account the approximately four months of competitive negotiations between the Qualified Firms and the approximately six months of substantive negotiations to date with WFI necessary to achieve the form of the transactions for the Facility.

The Facility Site to be leased by the City pursuant to the Site Lease and the real personal property to be sold by the City pursuant to the Agreement of Sale, the Deed of Buildings and the Assignment and Bill of Sale are no longer needed by the City for public use. Such property will facilitate the construction and operation of the Facility, and, thereby will be used for or in connection with industrial and economic development or expansion in Baltimore City.

SEC. 2. *Be it further ordained by the City Council, That,* the terms, provisions, form, content and substance of the Subdivision User Contract are hereby approved and adopted. A copy of the Subdivision User Contract has been presented to the City Council and shall be placed in the official records of the City and be made available for public inspection at the office of the Custodian of the City Seal. The Mayor is hereby authorized on behalf of the City to execute and deliver the Subdivision User Contract with an initial Guaranteed Annual Tonnage (as defined therein) OF 265,500 TONS, WHICH (CALCULATED ON THE BASIS OF A SIX-DAY WEEK) CORRESPONDS TO AN APPROXIMATE AVERAGE DAILY TONNAGE of 850 tons. The Subdivision User Contract to be so executed and delivered shall be substantially in the form hereby approved with (i) such changes in form or such changes in content which do not materially adversely affect the substance of the transactions contemplated thereby as may be approved by the Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Subdivision User Contract hereby approved, or (ii) with such other changes as may be approved by resolution or resolutions of the City Council. It is recognized that the Authority intends to enter into contractual arrangements with Bresco providing for the disposal of the Guaranteed Annual Tonnage of the City at the Facility and that the total cost of waste disposal payable under the Subdivision User Contract would therefore include amounts payable by the Authority to Bresco with respect to the City's Guaranteed Annual Tonnage under such contractual arrangements. Such contractual arrangements between the Authority and Bresco are hereby approved pro-

vided that the dollar amount of the Base Tipping Fee that is provided for in Schedule 2 to the Subdivision User Contract and is subject to adjustment in accordance with the provisions of Schedule 2 of the Subdivision User Contract does not exceed \$24.80 per ton., **SUBJECT TO ADJUSTMENT IN ACCORDANCE WITH THE PROVISIONS OF SUCH SCHEDULE 2.** The City recognizes that the initial Base Tipping Fee depends in part upon the interest rate or rates of the bonds, notes or other obligations of the Authority to be issued and sold to finance a portion of the cost of the Facility and further recognizes that rates of interest in the municipal bond market have recently been subject to substantial change. Accordingly, this Ordinance hereby authorizes and approves the maximum Base Tipping Fee set forth above. In the event that upon the sale of the Authority's bonds, notes or other obligations, it is determined that the Base Tipping Fee is less than such amount, the Mayor is authorized and directed to insert such lower Base Tipping Fee in the Subdivision User Contract. Neither the approval of the maximum Base Tipping Fee nor the insertion of any such lower Base Tipping Fee in the Subdivision User Contract shall affect the obligations of the City set forth in the Subdivision User Contract to pay its share of the total cost of the disposal of the Guaranteed Annual Tonnage of the Subdivisions as described in Section 6.2 and Schedule 3 of the Subdivision User Contract. Any resolution or resolutions adopted pursuant to this Ordinance shall be deemed to be of an administrative nature and shall be effective upon approval by the Mayor. Nothing herein shall preclude or limit the authorization by resolution of the City Council of a Base Tipping Fee in excess of the maximum Base Tipping Fee authorized and approved herein. Authority is hereby granted to the City Council to approve any Base Tipping Fee in excess of such Base Tipping Fee authorized and approved herein by resolution of the City Council.

SEC. 3. *Be it further ordained by the City Council, That, the terms, provisions, form, content and substance of the Site Lease, the Agreement of Sale, the Deed of Buildings, and the Assignment and Bill of Sale are hereby approved and adopted. A copy of each of the foregoing Project Doc-*

uments has been presented to the City Council and shall be placed in the official records of the City and made available for public inspection at the office of the Custodian of the City Seal. The Mayor is hereby authorized on behalf of the City, to execute and deliver, and to cause to be accepted and executed by the other party or parties thereto, the Site Lease, the Agreement of Sale, the Deed of Buildings and the Assignment and Bill of Sale, such Site Lease, Agreement of Sale, Deed of Buildings and Assignment and Bill of Sale to be in substantially the form filed with the City Council and herein approved (i) with such changes in form or such changes in content which do not materially adversely affect the substance of the transactions contemplated thereby as may be approved by the Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Project Documents hereby approved or (ii) with such other changes as may be approved by resolution or resolutions of the City Council. The Mayor shall have impressed or imprinted on the Site Lease, the Agreement of Sale, the Deed of Buildings, the Assignment and Bill of Sale and the Subdivision User Contract the corporate seal of the City, attested by the Custodian or Alternate Custodian of the City Seal, and is hereby authorized and directed to take all actions necessary or appropriate to execute and deliver, and to cause to be executed and accepted by the other party or parties thereto, the Site Lease, the Agreement of Sale, the Deed of Buildings, the Assignment and Bill of Sale and the Subdivision User Contract, SUCH ACTIONS TO INCLUDE (WITHOUT LIMITATION) THE EXECUTION AND DELIVERY OF ALL CERTIFICATES, CONSENTS, ASSIGNMENTS OR OTHER DOCUMENTS OR INSTRUMENTS NECESSARY OR APPROPRIATE TO CONSUMMATE, FOR AND ON BEHALF OF THE CITY, THE TRANSACTIONS APPROVED BY THIS ORDINANCE.

SEC. 4. *Be it further ordained by the City Council, That,* the purchase price of the property sold and conveyed by the City pursuant to the Agreement of Sale, the Deed of Buildings and the Assignment and Bill of Sale shall be

as determined and set by resolution or other appropriate action of the Board of Estimates of the City.

SEC. 5. *Be it further ordained by the City Council, That,* the provisions of this Ordinance are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Ordinance would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included therein, and as if the person or circumstances to which this Ordinance or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 6. *Be it further ordained by the City Council, That,* this Ordinance shall take effect from the date of its passage and approval by the Mayor of the City.

Approved December 18, 1981.

WILLIAM DONALD SCHAEFER, *Mayor.*

No. 567

(Council No. 687)

AN ORDINANCE concerning

DISQUALIFICATION FROM CITY CONTRACTS

FOR the purpose of adding a conviction of false pretenses in Maryland as a reason for disqualifying a person from a city contract; AND CHANGING THE PROVISIONS FOR THE CITY'S RECEPTION OF NOTICE OF CONVICTIONS OF PERSONS UNDER SECTIONS 171 AND 172 OF ARTICLE 1 OF THE BALTIMORE CITY CODE (1976 EDITION, AS AMENDED).

BY repealing and reordaining with amendments

Article 1—Mayor, City Council and Municipal Agencies

Subtitle—Disqualification from City Contracts

~~Section 172~~ SECTIONS 172 AND 181

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That section(s) of the Baltimore City Code be added, repealed, or amended, to read as follows:

ARTICLE 1—MAYOR, CITY COUNCIL
AND MUNICIPAL AGENCIES

Disqualification from City Contracts

172. Additional disqualifications.

A person not disqualified under the provisions of Section 171 who:

(1) has been convicted of committing a crime described in Section 171 in furtherance of performing a contract with the City, or

(2) has admitted in writing or under oath during the course of an official investigation or other proceeding to committing a crime described in Section 171 in furtherance of obtaining or performing a contract with the City, or

(3) has been convicted under the laws of *Maryland*, of another state or the federal government of committing a crime the same as the crimes described in Section 171 in furtherance of obtaining or of performing a contract with another city, state or the federal government or other governmental body, shall be subject to disqualification under this subtitle from entering into a contract with the city for the supply of goods or services. However, a person is subject to disqualification only for those acts or omissions committed after July 1, 1979 which result in a conviction of false pretenses, attempted false pretenses, or conspiracy to commit false pretenses.

181. PUBLIC ROSTER OF PERSONS AND BUSINESS
ENTITIES DISQUALIFIED.

[(A) THE BOARD OF ESTIMATES SHALL OBTAIN FROM THE CLERK OF THE CRIMINAL COURT

OF BALTIMORE CITY A CERTIFIED COPY OF EACH JUDGMENT OF CONVICTION OF A CRIME DESCRIBED IN SECTIONS 171 OR 172 AND OF EACH DOCKET ENTRY REFLECTING THE ACCEPTANCE OF A PLEA OF NOLO CONTENDERE TO SUCH CRIME.

(B) THE BOARD OF ESTIMATES SHALL OBTAIN FROM THE STATE'S ATTORNEY FOR BALTIMORE CITY A COPY OR SUMMARY OF ANY WRITTEN STATEMENT OR TRANSCRIPT REFLECTING ANY ADMISSION WHICH WOULD SUBJECT THE PERSON MAKING IT TO DISQUALIFICATION UNDER SECTION 172 AS SOON AS THE STATE'S ATTORNEY DETERMINES THAT THE ACTION WILL NOT PREJUDICE ANY PENDING OR ANTICIPATED INVESTIGATION OR OTHER PROCEEDING.】

(A) IF THE CITY IS ON NOTICE, CONSTRUCTIVE OR ACTUAL, THAT A PERSON HAS BEEN CONVICTED OF A CRIME DESCRIBED IN EITHER SECTION 171 OR 172 OF THIS SUBTITLE, THEN THE BOARD MUST OBTAIN A COPY OF SAID JUDGMENT.

【(C)】 (B) THE BOARD SHALL KEEP A ROSTER OF ALL PERSONS AND BUSINESS ENTITIES DISQUALIFIED 【OR SUBJECT TO DISQUALIFICATION】 UNDER THIS SUBTITLE. THE ROSTER SHALL BE A PUBLIC RECORD.

SEC. 2. *And be it further ordained,* That this ordinance shall take effect thirty days from the date of its passage.

Approved December 28, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

No. 568

(Council No. 938)

AN ORDINANCE concerning

MID-YEAR REPORTS

FOR the purpose of repealing the requirement of mid-year reports to the City Council from various City agencies.

BY repealing

Article 1—Mayor, City Council and Municipal Agencies

Subtitle—City Council

Sections 5

Baltimore City Code (1976 Edition, as amended)

SECTION 1. *Be it ordained by the Mayor and City Council of Baltimore*, That section(s) of the Baltimore City Code be added, repealed or amended to read as follows:

ARTICLE 1—MAYOR, CITY COUNCIL AND
MUNICIPAL AGENCIES

City Council

[5. Mid-year reports of department heads.

In January or February of each year, at a time to be determined by the President of the City Council, the head of each of the following departments shall appear before the City Council to make a summary report of operations and utilization of funds for the first half of the fiscal year. Each report shall include: supplemental appropriations requested or granted; transfer of funds from one category to another within the department; and any additional positions of employment approved by the Board of Estimates. Each report shall also include an analysis of the utilization of computers by that department. This section of the report shall list the number of computers in the possession of the department, their size or capacity, the number of employees whose work involves computers, the amount of time the computers are in use, and a breakdown of the computer service rented by each department from both the City and from outside firms.

The following shall report: Department of Education; Fire Department; Health Department; Department of Housing and Community Development; Police Department; Department of Public Works; Department of Recreation and Parks; Department of Social Services; the Director of Finance.

The President of the City Council may request the appearance and report of additional department heads.

This annual meeting shall be in the form of a public hearing, with the City Council as the committee of the whole.】

SEC. 2. *And be it further ordained*, That this ordinance shall take effect thirty days from the date of its passage.

Approved December 28, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 10

(Council No. 111)

**MAYOR AND CITY COUNCIL RESOLUTION ON
SINGLE-FAMILY MORTGAGE REVENUE BONDS**

FOR the purpose of amending the Residential Loan Program Regulations by deleting the provision that a mortgagor shall not have owned a home in Baltimore City during the past ~~three years~~ ONE YEAR.

WHEREAS, City Council Ordinance 1040, approved May 24, 1979, provides for the issuance of not in excess of \$100,000,000 in revenue bonds to provide funds for an owner-occupancy residential mortgage loan program; and

WHEREAS, Resolution 19, approved November 30, 1979, approved the Baltimore City Residential Loan Program Regulations as submitted by the Board of Finance; and

WHEREAS, RESOLUTION 7, APPROVED SEPTEMBER 2, 1980, APPROVED THE REVISED BALTIMORE CITY RESIDENTIAL LOAN PROGRAM REGULATIONS DATED AUGUST 4, 1980; AND

WHEREAS, None of the bonds authorized by Ordinance 1040 of 1979 have been issued, sold or delivered and the Regulations are subject to amendment; now, therefore, be it

SECTION 1. *Resolved by the Mayor and City Council of Baltimore*, That the Baltimore City Residential Loan Program Regulations, as approved by Resolution ~~19~~ 7, signed ~~November 30, 1979~~ AUGUST 4, 1980, are hereby amended by deleting therefrom the following TO READ AS FOLLOWS:

"Section 1.306. Eligible Mortgagor.

The Mortgagor shall not have owned a home in Baltimore City in the three years preceding the date of the Notification of Sale and Delivery of the Bonds."

(A) "ELIGIBLE BORROWER" MEANS A PERSON **[(1)]** WITH A MAXIMUM ANNUAL GROSS FAMILY INCOME NOT EXCEEDING \$25,000, PLUS \$1,000 FOR EACH ADDITIONAL MEMBER OF THE FAMILY

(I.E., A SPOUSE AND ANY DEPENDENTS AS DEFINED BY THE CODE), OR NOT EXCEEDING \$30,000, PLUS \$1,000 FOR EACH ADDITIONAL MEMBER OF THE FAMILY (I.E., A SPOUSE AND ANY DEPENDENTS AS DEFINED BY THE CODE) IF THE PURCHASED HOME FINANCED IS LOCATED IN AN URBAN RENEWAL OR REVITALIZATION AREA AS SPECIFIED PURSUANT TO THESE REGULATIONS, OR NOT EXCEEDING \$50,000, PLUS \$1,000 FOR EACH ADDITIONAL MEMBER OF THE FAMILY (I.E., A SPOUSE AND ANY DEPENDENTS AS DEFINED BY THE CODE) IF THE PURCHASER'S HOME FINANCED IS ONE TO WHICH MAJOR REHABILITATION IS TO BE COMPLETED, [(II) WHO HAS NOT OWNED A HOME IN BALTIMORE IN THE ONE YEAR PERIOD PRECEDING THE DATE OF DELIVERY OF THE BONDS.] AND [(III)] WHO HAS NOT RECEIVED ASSISTANCE FROM THE PROGRAM, OR RECEIVED A LOAN PURSUANT TO ANY OTHER CITY HOUSING PROGRAM, MORE THAN A TOTAL OF ONE SINGLE TIME FOR ALL SUCH PROGRAMS.

(B) ANY PERSON, WHO OTHERWISE QUALIFIES AS AN ELIGIBLE BORROWER FOR A LOAN UNDER THE PROVISIONS OF THIS PROGRAM, SHALL NOT RETAIN, AS AN INCOME PRODUCING RENTAL PROPERTY, THE RESIDENTIAL PROPERTY THAT HE OR SHE OWNS AND OCCUPIES AT THE TIME OF SETTLEMENT ON A PROPERTY PURCHASED WITH THE PROCEEDS OF A LOAN UNDER THIS PROGRAM.

SEC. 2. *And be it further resolved, That this resolution shall take effect on the date of its passage.*

Approved January 2, 1981.

WILLIAM DONALD SCHAEFER, *Mayor.*

Resolution No. 11

(Council No. 462)

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF BALTIMORE concerning

WATER QUALITY MANAGEMENT

FOR the purpose of adopting the revised Water Quality Management Plan for the Baltimore Metropolitan Region, 1980.

WHEREAS, Pursuant to Section 208 of the Federal Water Pollution Control Act Amendments of 1972, P.L. 92-500 (hereinafter called "the Act"), the Administrator of the United States Environmental Protection Agency has by regulation published guidelines for the identification of those areas which, as a result of urban-industrial concentrations and of other factors, have substantial water quality control problems (40 CFR, Part 126) ; and

WHEREAS, The Baltimore Metropolitan Region satisfies the criteria contained in the Act and guidelines and designation of the Region, and development of a plan, pursuant to Section 208 of those guidelines is desirable; and

WHEREAS, Baltimore City, the Counties of Anne Arundel, Baltimore, Carroll, Harford, and Howard, and the Regional Planning Council have entered into a Waste Treatment Management Planning Compact to guide the development of a water quality management plan; and

WHEREAS, The parties to the Compact have prepared a revised "Water Quality Management Plan for the Baltimore Metropolitan Region 1980", containing specific technical analysis as well as broad management concepts; and

WHEREAS, The Mayor and City Council of Baltimore endorsed the concept of this Water Quality Management Plan by resolution on ~~July 11, 1978~~ JULY 14, 1978; and

WHEREAS, The Mayor and City Council are in agreement with this plan as revised; now, therefore, be it

Resolved by the Mayor and City Council of Baltimore,
That the Water Quality Plan as revised is adopted ~~effective~~

~~this date~~ AND SHALL TAKE EFFECT FROM THE DATE OF ITS PASSAGE.

Approved March 23, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 12

(Council No. 621)

A RESOLUTION OF THE MAYOR AND CITY COUNCIL concerning

INDUSTRIAL DEVELOPMENT REVENUE
BONDS—WEYERHAEUSER COMPANY

FOR the purpose of providing for the issuance by the Mayor and City Council of Baltimore (the "City") of its revenue bonds, designated "Industrial Development Revenue Bonds (Weyerhaeuser Company Project) Series 1981" in the aggregate principal amount of \$3,150,000 pursuant to (a) the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement, as amended) and Ordinance No. 1004 of the City, approved by the Mayor on May 7, 1979, as amended by Ordinance No. 120 of the City, approved by the Mayor on July 9, 1980, in order to loan the proceeds to Weyerhaeuser Company for the sole and exclusive purpose of financing the acquisition of a certain industrial building in the City of Baltimore as provided in this Resolution; making certain findings concerning the financing of such facilities and the issuance of such revenue bonds; prescribing the form, tenor, details and specifications of such revenue bonds; providing for appointment of Maryland National Bank (the "Trustee") as trustee for the revenue bonds to be issued pursuant to this Resolution; providing for the execution of and approving the form of a loan agreement between the City and Weyerhaeuser Company; providing for the execution of and approving the form of an indenture of trust between the City and the Trustee for the purpose

of securing the revenue bonds; providing the details of the revenue bonds and prescribing the terms and conditions on which such revenue bonds are to be secured, executed, authenticated, accepted and held; providing for execution of a bond purchase agreement pursuant to which the revenue bonds shall be sold; restating and confirming certain provisions of Ordinance No. 1004, as amended by Ordinance No. 120, pertaining to certain actions to be taken by the Board of Finance, including (among other matters) preparation of an official statement in connection with the sale of the revenue bonds and determination of the redemption terms and interest rate or rates of the revenue bonds; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale, and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement, as amended) (collectively, the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial development revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds to an industrial concern to finance the acquisition (including the rehabilitation, remodeling, extension, or permanent improvement) by such industrial concern of industrial buildings. The Enabling Legislation declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

By its Ordinance No. 1004 passed by the City Council of the City on April 30, 1979 and approved by the Mayor

on May 7, 1979, as amended by Ordinance No. 120 passed by the City Council of the City on June 30, 1980 and approved by the Mayor on July 9, 1980 (collectively, the "Ordinance"), the City has authorized, subject to the provisions thereof, the issuance and sale in one or more series, of not exceeding \$3,500,000 (unless increased as provided in the Ordinance) aggregate principal amount of revenue bonds of the City, designated "Industrial Development Revenue Bonds (Weyerhaeuser Company Project)" (the "Bonds") and the lending of the proceeds of the Bonds to Weyerhaeuser Company, a Washington corporation ("the Company"), to finance the acquisition by the Company of an industrial building (the "Project") within the boundaries of the City.

This resolution provides for the issuance and the sale of one series of the Bonds pursuant to the authorization of the Ordinance; now, therefore

SECTION 1. Be it resolved by the Mayor and City Council of Baltimore, That, acting pursuant to the Enabling Legislation, the findings and determinations of the City set forth in the Ordinance are hereby confirmed and incorporated herein by reference.

Neither the Bonds nor interest coupons issued under the authority of the Enabling Legislation, the Ordinance or this Resolution constitute an indebtedness of the City or a charge against the general credit or taxing powers of the City within the meaning of any constitutional provision or provisions of the City Charter or statutory limitation and neither shall ever constitute or give rise to any pecuniary liability of the City.

SEC. 2. And be it further resolved, That, pursuant to the provisions of the Enabling Legislation, and particularly pursuant to the provisions of Section 266B(d) thereof, it is hereby found and determined as follows:

(a) The Project is to be acquired pursuant to the Enabling Legislation.

(b) The Project is to be acquired for the Company, a bona fide tenant or purchaser, as evidenced by a letter of intent dated January 30, 1979 from the Company.

SEC. 3. *And be it further resolved*, That, acting pursuant to the Enabling Legislation and the Ordinance, there shall be and there is hereby authorized and directed the execution, issuance and sale of \$3,150,000 aggregate principal amount of the Bonds of the City, to be designated "Industrial Development Revenue Bonds (Weyerhaeuser Company Project) Series 1981" (the "Series 1981 Bonds"), pursuant to the Ordinance, this Resolution and an Indenture of Trust dated the date of the coupon Series 1981 Bonds (the "Indenture") between the City and Maryland National Bank, a national banking association organized and existing under the laws of the United States of America, as trustee (the "Trustee"), a copy of the form of which has been filed with the City Council. The Series 1981 Bonds shall be issued in coupon form, registrable as to principal only, in the denomination of \$5,000 or in fully registered form in the denomination of \$5,000 or any integral multiple thereof, shall bear interest until paid from their date payable semi-annually and shall have the form, tenor, details and specifications (including provisions for redemption prior to maturity) set forth in the Indenture (as executed). The interest rate or rates to be borne by the Series 1981 Bonds shall be determined by the Board of Finance, after the Company has given the City written approval of such rate or rates, such determination to be effective only after approval by the Mayor or Acting Mayor.

The Series 1981 Bonds shall be executed on behalf of the City by the manual or facsimile signature of the Mayor or Acting Mayor and the manual or facsimile signature of the Director of Finance or Deputy Director of Finance and shall have impressed or imprinted thereon the corporate seal of the City attested by its Custodian or Alternate Custodian of the City Seal. The coupons attached to the coupon Series 1981 Bonds shall bear the facsimile signature of the Director of Finance or Deputy Director of Finance.

SEC. 4. *And be it further resolved*, That, Maryland National Bank is hereby appointed as trustee for the Series 1981 Bonds to be issued pursuant to this Resolution, the Ordinance and the Indenture, unless otherwise provided

by resolution of the Board of Finance prior to the issuance of the Series 1981 Bonds.

SEC. 5. *And be it further resolved*, That, the proceeds of the Series 1981 Bonds shall be loaned to the Company pursuant to a Loan agreement dated the date of the coupon Series 1981 Bonds (the "Loan Agreement") between the Company and the City, in order to finance the acquisition of the Project described in the Ordinance and in Exhibit B to the Loan Agreement, a copy of the form of which has been filed with the City Council, and such financing is hereby authorized and approved.

The Loan Agreement is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and the Director of Finance or Deputy Director of Finance and shall have impressed or imprinted thereon the corporate seal of the City, attested by the Custodian or Alternate Custodian of the City Seal and said officers are hereby authorized and directed to cause the Loan Agreement to be accepted and executed by the Company; such Loan Agreement to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Loan Agreement hereby approved. A copy of the Loan Agreement shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

SEC. 6. *And be it further resolved*, That, for the purpose of further securing the Series 1981 Bonds and to provide the details thereof and to prescribe the terms and conditions on which the Series 1981 Bonds are to be secured, executed, authenticated, accepted and held, the Indenture is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and the Director of Finance or Deputy Director of Finance and shall have impressed or imprinted thereon the corporate seal of the City, attested by the Custodian or Alternate Custodian of the City Seal and said officers are hereby authorized and

directed to cause the Indenture to be accepted and executed by the Trustee; such Indenture to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Indenture hereby approved. A copy of the Indenture shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

SEC. 7. *And be it further resolved*, That, it is hereby found and determined that the best interests of the City will be served by selling the 1981 Series Bonds to Essex Company (the "Underwriter") at private (negotiated) sale pursuant to a Bond Purchase Agreement to be dated the date it is approved by the Board of Finance (the "Bond Purchase Agreement") among the City, the Underwriter and the Company. The price at which the Series 1981 Bonds shall be sold to the Underwriter, the interest rate or rates to be borne by the Series 1981 Bonds, the time, date and place when the Bond Purchase Agreement shall be submitted to the City by the Underwriter, the date for the delivery of the Series 1981 Bonds to the Underwriter and the other terms of the Bond Purchase Agreement shall be determined by the Board of Finance as provided by the Ordinance.

The Bond Purchase Agreement is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and the Director of Finance or Deputy Director of Finance and such officers are hereby authorized and directed to cause the Bond Purchase Agreement to be accepted and executed by the Underwriter and the Company.

SEC. 8. *And be it further resolved*, That, the coupon Series 1981 Bonds shall be dated as of the first day of the month in which they are to be initially delivered to the Underwriters. Registered Series 1981 Bonds issued prior to the first interest payment date shall be dated the same date as the coupon Series 1981 Bonds. Registered Series

1981 Bonds delivered subsequent to the first interest payment shall be dated as of the interest payment date next preceding the date of their delivery, provided, however, that if registered Series 1981 Bonds are delivered on an interest payment date, they shall be dated as of such interest payment date. The Series 1981 Bonds shall mature on the date which is thirty (30) years from the date of the coupon Series 1981 Bonds, unless the Board of Finance, upon the prior written request of the Company, by resolution prior to the issuance of the Series 1981 Bonds prescribes a maturity date or maturity dates which are less than thirty (30) years. Any such provision for the maturity date of the Series 1981 Bonds shall be based upon a written statement of the Company, and a finding of the Board of Finance, that because of conditions of the municipal bond market then prevailing, the desire of the Company to market the Series 1981 Bonds jointly with other municipal revenue bonds issued on behalf of the Company or other marketing considerations or financial considerations of the Company a maturity date or maturity dates which are less than thirty (30) years would facilitate the acquisition of the Project by the Company, and thereby effectuate the public purposes of the Enabling Legislation.

SEC. 9. *And be it further resolved*, That, pursuant to authority conferred on the Board of Finance under Section 5 of the Ordinance, the Board of Finance shall take the following actions and make the following commitments on behalf of the City:

(a) prepare and distribute, in conjunction with representatives of the Company and the Underwriter, both a preliminary and a final official statement, offering memorandum, or similar document in connection with the sale of the Series 1981 Bonds (the "Official Statement");

(b) determine the date, time and place when the Bond Purchase Agreement shall be submitted by the Underwriter;

(c) determine the interest rate or rates to be paid by the City on the Series 1981 Bonds in accordance with the proposed Bond Purchase Agreement, but only after the Company shall have given the City written approval of such rate or rates; and

(d) determine the redemption provisions for the Series 1981 Bonds;

such determinations to be effective only after approval of the Mayor or Acting Mayor.

SEC. 10. *And be it further resolved*, That, the Mayor or Acting Mayor, Director of Finance, Deputy Director of Finance, Custodian of the City Seal, Alternate Custodian of the City Seal and such other officers and officials of the City as may be appropriate are hereby authorized to execute and deliver for and on behalf of the City the Loan Agreement, the Indenture, the Bond Purchase Agreement, the Official Statement and any and all additional certificates, documents or other papers and do any and all things deemed necessary in order to effect the issuance and sale of the Series 1981 Bonds and the execution and delivery of the Loan Agreement, the Indenture, the Bond Purchase Agreement and the Official Statement and to implement and carry out matters authorized by the provisions of the Ordinance and this Resolution.

SEC. 11. *And be it further resolved*, That, the term "Board of Finance" as used in this Resolution includes any board, agency, or department of the City created and existing under the Charter of the City and designated by such Charter to perform the functions and duties that were performed by the Board of Finance at the time of the introduction of this Resolution.

SEC. 12. *And be it further resolved*, That, the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which

this Resolution or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 13. *And be it further resolved*, That, all ordinances, resolutions and orders, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

SEC. 14. *And be it further resolved*, That, this Resolution shall take effect from the date of its passage.

Approved June 3, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 13

(Council No. 680)

A RESOLUTION concerning

ISSUANCE OF PORT FACILITIES REVENUE
BONDS—APEX OIL COMPANY PROJECT

FOR the purpose of providing for the issuance by the Mayor and City Council of Baltimore, Maryland (the "City") of its revenue bonds, designated "Mayor and City Council of Baltimore, Port Facilities Revenue Bonds (Apex Oil Company Project) Series A" in the aggregate principal amount of \$6,400,000 pursuant to (a) the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) and (b) Ordinance No. 842, passed by the City Council of Baltimore on July 18, 1978 and approved by the Mayor on July 19, 1978 (effective July 19, 1978), as supplemented by Ordinance No. 953 passed by the City Council of Baltimore on January 29, 1979, approved by the Mayor on February 13, 1979 (effective February 13, 1979), in order to loan the proceeds to Petroleum Fuel and Terminal Company, a Missouri corporation, for the sole and exclusive purpose of financing the acquisition

of certain port facilities in the City of Baltimore as provided in this Resolution; making certain findings concerning the financing of such facilities and the issuance of such revenue bonds; prescribing the form, tenor, details and specifications of such revenue bonds; making provision for the appointment of a trustee for the revenue bonds to be issued pursuant to this Resolution; providing for the execution of a loan agreement between the City and Petroleum Fuel and Terminal Company and a guaranty agreement among the City, Apex Oil Company, a Missouri general partnership, Goldstein Oil Company, a Missouri corporation, Novelty Oil Company, a Missouri corporation, and the trustee; authorizing the acceptance by the City, and the assignment to the trustee, of Petroleum Fuel and Terminal Company's promissory note evidencing its obligation to repay the loan made under the loan agreement; providing for the adoption by the Board of Finance of a resolution providing the details of the revenue bonds and prescribing the terms and conditions on which such revenue bonds are to be secured, executed, authenticated, accepted and held; providing for execution of a bond purchase agreement pursuant to which the revenue bonds shall be sold; restating and confirming certain provisions of Ordinance No. 842, as supplemented by Ordinance No. 953, pertaining to certain actions to be taken by the Board of Finance, including (among other matters) determination of the maturity date or dates, redemption terms and interest rate or rates of the revenue bonds; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement) as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended (collectively, the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial development revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds (i) to a port facility tenant or purchaser to finance the acquisition (including the rehabilitation, remodeling, extension, or permanent improvement) by such port facility tenant or purchaser or port facilities (including facilities, appurtenances, and equipment necessary or useful in connection with the operation of a modern port) and (ii) to an industrial concern to finance the acquisition by such industrial concern of industrial buildings. The Enabling Legislation declares it to be the Legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

On July 18, 1978 the City Council of the Mayor and City Council of Baltimore (the "City") enacted Ordinance No. 842 (Bill No. 1833), which was approved by the Mayor of the City on July 19, 1978. Ordinance No. 842 authorized, subject to the provisions thereof, the issuance and sale in one or more series, of not exceeding \$5,000,000 (unless increased as provided in the Ordinance) aggregate principal amount of revenue bonds of the City, designated "Port Facilities Revenue Bonds (Apex Oil Company Project)" (the "Bonds") and the lending of the proceeds of the Bonds to Petroleum Fuel and Terminal Company (the "Borrower Subsidiary"), a Missouri corporation, to finance the acquisition, construction and installation by the Borrower Subsidiary of certain port facilities (the "Facilities") within the boundaries of the City, in order to sustain jobs and employment, thereby relieving conditions of unemployment in the State and in the City, encourage the increase of industry and a balanced economy in the State and in the City, assist in the retention of existing industry in the State and in the City, promote economic

development and promote the health, welfare and safety of the residents of the City of the State.

On January 29, 1979, the City Council of the City enacted Ordinance No. 953 (Bill No. 2111), which was approved by the Mayor on February 13, 1979. Ordinance No. 953 supplemented Ordinance No. 842 by providing, among other things, that the aggregate principal amount of Bonds that may be issued may exceed \$5,000,000, but shall not exceed \$7,000,000.

Ordinance No. 842, as supplemented by Ordinance No. 953, is hereinafter referred to as the "Ordinance".

At the time of the adoption of the Ordinance, the Borrower Subsidiary was a wholly-owned subsidiary of Apex Oil Company, a Missouri corporation. The Ordinance accordingly provides that prior to the sale of the Bonds the City Council may determine administratively by resolution or by other appropriate action the provisions of a guaranty agreement between the City and the said Apex Oil Company. The City Council is now advised that (1) as of October 1, 1979, said Apex Oil Company changed its corporate name and transferred substantially all of its assets (including its right to the use of the name Apex Oil Company and its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary) to Goldstein Oil Company, a Missouri corporation ("Goldstein"); (2) as of October 1, 1979, Goldstein in turn transferred substantially all of its assets (including its right to the use of the name Apex Oil Company and its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary) to Apex Oil Company ("Apex"), a general partnership organized and existing under the laws of the State of Missouri pursuant to Articles of Partnership dated as of October 1, 1979, by and between Goldstein and Novelty Oil Company, a Missouri Corporation ("Novelly"); (3) as of October 1, 1979, Apex transferred its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary to Apex Holding Co., a Missouri corporation, all of the outstanding capital stock of which is owned and held by Apex; and (4) that as a result of the foregoing transfers and

transactions, the business that was at the time of the adoption of the Ordinance being carried on by the aforesaid Apex Oil Company, a Missouri corporation, is now being carried on by Goldstein and Novelty through Apex, their general partnership. The City Council accordingly has determined, in order to fulfill the purposes of the Enabling Legislation and the purposes and intent of the Ordinance, to make provision herein for the execution and delivery of a guaranty agreement by and among the City, Goldstein, Novelty, Apex, and the trustee to be designated in the manner herein provided.

This Resolution provides for the issuance and sale of the Bonds pursuant to the authorization of the Ordinance. This Resolution authorizes and consummates a transaction which the Borrower Subsidiary proposed to the City in accordance with Section 266B(d) of the Enabling Legislation by a letter of intent dated May 31, 1978, as supplemented by a supplemental letter of intent dated November 30, 1978.

NOW, THEREFORE, BE IT RESOLVED BY THE
MAYOR AND CITY COUNCIL OF BALTIMORE:

SECTION 1. That, acting pursuant to the Enabling Legislation, the findings and determinations of the City set forth in the Ordinance are hereby confirmed.

SEC. 2. That, pursuant to the provisions of the Enabling Legislation, and particularly pursuant to the provisions of Section 266B(d) thereof, it is hereby found and determined as follows:

(a) The Facilities are to be acquired pursuant to the Enabling Legislation.

(b) The Facilities are to be acquired for the Borrower Subsidiary, a bonafide tenant or purchaser, as evidenced by a letter of intent from the Borrower Subsidiary to the City.

SEC. 3. That acting pursuant to the Enabling Legislation and the Ordinance, there shall be and there is hereby authorized and directed the execution, issuance and sale of \$6,400,000 aggregate principal amount of the Bonds,

to be designated "Mayor and City Council of Baltimore, Port Facilities Revenue Bonds (Apex Oil Company Project) Series A" (the series of Bonds authorized by this resolution being hereinafter referred to as the "Series A Bonds"), pursuant to the Ordinance, this Resolution and a Bond Resolution to be adopted by the Board of Finance of the City as authorized herein, said Bond Resolution to constitute an agreement and indenture of trust between the City and the trust company or banking corporation designated to act as trustee thereunder (the "Trustee"). The Series A Bonds shall be issued in coupon form, registrable as to principal only, in the denomination of \$5,000 or in fully registered form in the denomination of \$5,000 or any integral multiple thereof, shall bear interest until paid from their date payable semiannually and shall have the form, tenor, details and specifications (including provisions for redemption prior to maturity) set forth in the Bond Resolution (as adopted). The interest rate or rates to be borne by the Series A Bonds shall be determined by the Board of Finance, after the Borrower Subsidiary has given the City written approval of such rate or rates, all as provided in the Ordinance.

The Series A Bonds shall be executed on behalf of the City by the manual or facsimile signature of the Mayor or Acting Mayor and the manual or facsimile signature of the Director of Finance or Deputy Director of Finance and shall have impressed or imprinted thereon the corporate seal of the City attested by its Custodian or Alternate Custodian of the City Seal. The coupons attached to the coupon Series A Bonds shall bear the facsimile signature of the Director of Finance or Deputy Director of Finance.

SEC. 4. That the Trustee is hereby appointed as trustee for the Series A Bonds to be issued pursuant to this Resolution, the Ordinance and the Bond Resolution.

SEC. 5. That the proceeds of the Series A Bonds shall be loaned to the Borrower Subsidiary pursuant to a Loan Agreement dated as of the date of the Series A Bonds (the "Loan Agreement") between the Borrower Subsidiary and the City, in order to finance the acquisition of the Facilities described in Exhibit A to the Loan Agree-

ment, a copy of which has been filed with the City Council, and such financing is hereby authorized and approved.

The Loan Agreement is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and attested by the Custodian or Alternate Custodian of the City Seal and said officers are hereby authorized and directed to cause the Loan Agreement to be accepted and executed by the Borrower Subsidiary; such Loan Agreement to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Loan Agreement hereby approved. A copy of the Loan Agreement shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

The obligation of the Borrower Subsidiary to repay the loan made under the Loan Agreement is to be evidenced by the Borrower Subsidiary's Note dated the date of the Series A Bonds (the "Note"), which the City is hereby authorized to accept and assign to the Trustee as security for the Series A Bonds. The moneys received in payment of such Note are to be sufficient to pay principal of, premium, if any, and interest on the Series A Bonds hereby authorized.

There is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and attested by the Custodian or Alternate Custodian of the City Seal a guaranty agreement for the benefit of the holders of the Series A Bonds (the "Guaranty Agreement") and said officers are hereby authorized and directed to cause the Guaranty Agreement to be accepted and executed by Goldstein, Novelly, Apex and the Trustee; such Guaranty Agreement to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Guaranty

Agreement hereby approved. A copy of the Guaranty Agreement shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

SEC. 6. That for the purpose of further securing the Series A Bonds and to provide the details thereof and to prescribe the terms and conditions on which the Series A Bonds are to be secured, executed, authenticated, accepted and held, the Bond Resolution is hereby authorized to be adopted by the Board of Finance and said Board is hereby authorized and directed to cause the Bond Resolution to be accepted by the Trustee; such Bond Resolution to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Board of Finance, its adoption thereof to constitute conclusive evidence of approval of any and all changes or revisions therein from the form of Bond Resolution hereby approved. A copy of the Bond Resolution shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal. The Ordinance provides that prior to the sale of any series of the revenue bonds authorized thereby, the City Council may determine administratively by resolution or by other appropriate action certain matters relating to such revenue bonds. With respect to the Series A Bonds, the City Council finds it appropriate to, and does hereby, determine all such matters (to the extent not otherwise determined in this Resolution) by its approval of the Bond Resolution, the provisions of which are expressly incorporated herein by reference.

SEC. 7. That the Series A Bonds shall be sold to Goldman Sachs & Co., (the "Underwriter") pursuant to a Bond Purchase Agreement to be dated the date it is approved by the Board of Finance (the "Bond Purchase Agreement") among the City, the Underwriter, and Apex. The price at which the Series A Bonds shall be sold to the Underwriter, the interest rate or rates to be borne by the Series A Bonds, the time, date and place when the Bond Purchase Agreement shall be submitted to the City by

the Underwriter and the date for the delivery of the Series A Bonds to the Underwriter shall be determined by the Board of Finance as provided by the Ordinance.

SEC. 8. That the Mayor or Acting Mayor, Director of Finance, Deputy Director of Finance, Custodian of the City Seal, Alternate Custodian of the City Seal and such other officers and officials of the City as may be appropriate are hereby authorized to execute and deliver for and on behalf of the City any and all additional certificates, documents or other papers and do any and all things deemed necessary in order to effect the issuance and sale of the Series A Bonds and the execution and delivery of the Loan Agreement, the Guaranty Agreement, the Bond Resolution, the Bond Purchase Agreement and an offering memorandum or similar document, and to implement and carry out matters authorized by the provisions of the Ordinance and this Resolution.

SEC. 9. That the term "Board of Finance" as used in this Resolution includes any board, agency, or department of the City created and existing under the Charter of the City and designated by such Charter to perform the functions and duties that were performed by the Board of Finance at the time of the introduction of this Resolution.

SEC. 10. That the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included therein, as if the person or circumstances to which this Resolution or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. That this Resolution shall take effect from the date of its passage and approval by the Mayor or Acting Mayor of the City.

Approved June 19, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 14A

(Council No. 369)

A RESOLUTION OF THE MAYOR AND CITY COUNCIL concerning

CORRECTION OF HOUSING CODE VIOLATIONS

FOR the purpose of directing the USE OF AN EXISTING CORPORATION OR establishment of a NEW corporation to make repairs in court-approved rent escrow cases.

WHEREAS, Decent and adequate housing is essential to the health, safety, and welfare of the citizens of Baltimore City; and

WHEREAS, The Housing Code and the Rent Escrow law were enacted to set standards and provide effective enforcement procedures to insure a decently housed citizenry; and

WHEREAS, The Rent Escrow law in particular is being used with increasing frequency in cases where the landlord fails to remedy ~~substantially defective dwellings~~ CONDITIONS WHICH CONSTITUTE A FIRE HAZARD OR A SERIOUS THREAT TO THE LIFE, HEALTH OR SAFETY OF THE TENANTS; and the effectiveness of the rent escrow procedure to achieve correction of harmful conditions would be greatly increased if the court IN ITS DISCRETION could order repairs to be made by a corporation founded for that purpose; now, therefore, be it

Resolved by the Mayor and City Council of Baltimore,
That the Commissioner of the Department of Housing and Community Development and the City Solicitor are hereby

directed to establish a non-profit corporation OR USE AN APPROPRIATE EXISTING CORPORATION, AS DETERMINED BY THE COMMISSIONER OF THE DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT whose functions will be to provide for the repair of dwellings in court-approved rent escrow cases. THE USE OF SUCH CORPORATION SHALL BE AT THE DISCRETION OF THE COURT PURSUANT TO THE PROVISIONS OF SECTION 9-9 OF THE CODE OF PUBLIC LOCAL LAWS OF BALTIMORE CITY, 1980 EDITION; and be it further

Resolved, That in operation this corporation shall be self-supporting. SELF-SUPPORTING MEANS THAT THE CORPORATION SHALL BE REIMBURSED BY THE ESCROWED RENTS FOR THE WORK PERFORMED, THE OVERHEAD COSTS AND A FAIR RATE OF RETURN ON THE CITY MONEY ADVANCED TO MAKE THE REPAIRS.

Approved May 26, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 15

(Council No. 740)

A RESOLUTION concerning

ACCEPTANCE OF STATE GRANT

FOR the purpose of authorizing the Mayor to execute a Grant Agreement with the State of Maryland under the Maryland Industrial and Commercial Redevelopment Fund.

WHEREAS, the State of Maryland, by action of the General Assembly, pursuant to Article 41, Section 460 et. seq., has created the Maryland Industrial and Commercial Redevelopment Fund (MICRF) for the purpose of making loans and grants to local governments in order to facilitate industrial and commercial redevelopment activities within the State; and

WHEREAS, the Article authorizes qualified political subdivisions to make application for such funds for qualified projects; and

WHEREAS, the City of Baltimore, through the Baltimore Economic Development Corporation, filed such a grant application on November 5, 1980 for \$900,000 to be used to acquire certain parcels of land, in connection with the development of a light industrial park at Park Circle known as the Park Circle Industrial Park, said parcels being block 3257-A, lots 9/10; block 3257-A, lots 3 and 7/9; and 3257-B, lot 17; and

WHEREAS, it is the goal of the Park Circle Industrial Park to create a significant number of new jobs, targeted primarily to residents of Park Heights, which is a distressed community within Baltimore City and to generate additional tax revenues for both the City and the State; and

WHEREAS, the State Secretary of Economic and Community Development has reviewed the City's application and approved it for funding, as noted in a letter of February 20, 1981 to Mayor William Donald Schaefer; and

WHEREAS, the agreement containing the terms of the grant has been prepared by the Secretary of Economic and Community Development and reviewed by the Mayor and City Council of Baltimore; now, therefore, be it

Resolved by the Mayor and City Council of Baltimore,

1. That the grant agreement between the City of Baltimore and the State of Maryland, awarding the City \$900,000 of MICRF funds for land acquisition in conjunction with the Park Circle Industrial Park, is hereby approved;
2. That the final plan for development of a light industrial park at Park Circle is hereby approved;
3. That the Mayor is hereby authorized to execute and deliver the grant agreement to the State of Maryland; and
4. That the President of the Baltimore Economic Development Corporation (BEDCO) is hereby authorized

to act as the Mayor's designee on future matters related to said MICRF grant.

Approved August 5, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 16

(Council No. 761)

A RESOLUTION concerning

ISSUANCE OF PORT FACILITIES REVENUE
BONDS—APEX OIL COMPANY PROJECT

FOR the purpose of providing for the issuance by the Mayor and City Council of Baltimore, Maryland (the "City") of its revenue bonds, designated "Mayor and City Council of Baltimore, Port Facilities Revenue Bonds (Apex Oil Company Project) Series A" in the aggregate principal amount of \$6,400,000 pursuant to (a) the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement, as amended) and (b) Ordinance No. 842, passed by the City Council of Baltimore on July 18, 1978 and approved by the Mayor on July 19, 1978 (effective July 19, 1978), as supplemented by Ordinance No. 953 passed by the City Council of Baltimore on January 29, 1979, approved by the Mayor on February 13, 1979 (effective February 13, 1979), in order to loan the proceeds to Petroleum Fuel and Terminal Company, a Missouri corporation, for the sole and exclusive purpose of financing the acquisition of certain port facilities in the City of Baltimore as provided in this Resolution; making certain findings concerning the financing of such facilities and the issuance of such revenue bonds; prescribing the form, tenor, details and specifications of such revenue bonds; making provision for the appointment of a trustee for the revenue bonds to be issued pursuant to this Resolution; pro-

viding for the execution of a loan agreement between the City and Petroleum Fuel and Terminal Company and a guaranty agreement among the City, Apex Oil Company, a Missouri general partnership, Goldstein Oil Company, a Missouri corporation, Novelly Oil Company, a Missouri corporation, and the trustee; authorizing the acceptance by the City, and the assignment to the trustee, of Petroleum Fuel and Terminal Company's promissory note and deed of trust evidencing and securing its obligation to repay the loan made under the loan agreement; providing for the adoption by the Board of Finance of a resolution providing the details of the revenue bonds and prescribing the terms and conditions on which such revenue bonds are to be secured, executed, authenticated, accepted and held; providing for execution of a bond purchase agreement pursuant to which the revenue bonds shall be sold; restating and confirming certain provisions of Ordinance No. 842, as supplemented by Ordinance No. 953, pertaining to certain actions to be taken by the Board of Finance; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement, as amended) as re-enacted, with amendments, by Chapter 352 of the Laws of Maryland of 1972, as amended (collectively, the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial development revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds (i) to a port facility tenant or purchaser to finance the acquisition (including the rehabilitation, remodeling, extension, or permanent improvement) by

such port facility tenant or purchaser or port facilities (including facilities, appurtenances, and equipment necessary or useful in connection with the operation of a modern port) and (ii) to an industrial concern to finance the acquisition by such industrial concern of industrial buildings. The Enabling Legislation declares it to be the Legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

On July 18, 1978 the City Council of the Mayor and City Council of Baltimore (the "City") enacted Ordinance No. 842 (Bill No. 1833), which was approved by the Mayor of the City on July 19, 1978. Ordinance No. 842 authorized, subject to the provisions thereof, the issuance and sale in one or more series, of not exceeding \$5,000,000 (unless increased as provided in the Ordinance) aggregate principal amount of revenue bonds of the City, designated "Port Facilities Revenue Bonds (Apex Oil Company Project)" (the "Bonds") and the lending of the proceeds of the Bonds to Petroleum Fuel and Terminal Company (the "Borrower Subsidiary"), a Missouri corporation, to finance the acquisition, construction and installation by the Borrower Subsidiary of certain port facilities (the "Facilities") within the boundaries of the City, in order to sustain jobs and employment, thereby relieving conditions of unemployment in the State and in the City, encourage the increase of industry and a balanced economy in the State and in the City, assist in the retention of existing industry in the State and in the City, promote economic development and promote the health, welfare and safety of the residents of the City of the State.

On January 29, 1979, the City Council of the City enacted Ordinance No. 953 (Bill No. 2111), which was approved by the Mayor on February 13, 1979. Ordinance No. 953 supplemented Ordinance No. 842 by providing,

among other things, that the aggregate principal amount of Bonds that may be issued may exceed \$5,000,000, but shall not exceed \$7,000,000.

Ordinance No. 842, as supplemented by Ordinance No. 953, is hereinafter referred to as the "Ordinance".

At the time of the adoption of the Ordinance, the Borrower Subsidiary was a wholly-owned subsidiary of Apex Oil Company, a Missouri corporation. The Ordinance accordingly provides that prior to the sale of the Bonds the City Council may determine administratively by resolution or by other appropriate action the provisions of a guaranty agreement between the City and the said Apex Oil Company. The City Council is now advised that (1) as of October 1, 1979, said Apex Oil Company changed its corporate name and transferred substantially all of its assets (including its right to the use of the name Apex Oil Company and its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary) to Goldstein Oil Company, a Missouri corporation ("Goldstein"); (2) as of October 1, 1979, Goldstein in turn transferred substantially all of its assets (including its right to the use of the name Apex Oil Company and its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary) to Apex Oil Company ("Apex"), a general partnership organized and existing under the laws of the State of Missouri pursuant to Articles of Partnership dated as of October 1, 1979, by and between Goldstein and Novelty Oil Company, a Missouri Corporation ("Novelly"); (3) as of October 1, 1979, Apex transferred its legal and beneficial interest in and to all of the outstanding capital stock of the Borrower Subsidiary to Apex Holding Co., a Missouri corporation, all of the outstanding capital stock of which is owned and held by Apex; and (4) that as a result of the foregoing transfers and transactions, the business that was at the time of the adoption of the Ordinance being carried on by the aforesaid Apex Oil Company, a Missouri corporation, is now being carried on by Goldstein and Novelty through Apex, their general partnership. The City Council accordingly has determined, in order to fulfill the purposes of the Enabling Legisla-

tion and the purposes and intent of the Ordinance, to make provision herein for the execution and delivery of a guaranty agreement by and among the City, Goldstein, Novelty, Apex, and the trustee to be designated in the manner herein provided.

This Resolution provides for the issuance and sale of the Bonds pursuant to the authorization of the Ordinance. This Resolution authorizes and consummates a transaction which the Borrower Subsidiary proposed to the City in accordance with Section 266B(d) of the Enabling Legislation by a letter of intent dated May 31, 1978, as supplemented by a supplemental letter of intent dated November 30, 1978.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COUNCIL OF BALTIMORE:

SECTION 1. That, acting pursuant to the Enabling Legislation, the findings and determinations of the City set forth in the Ordinance are hereby confirmed.

SEC. 2. That, pursuant to the provisions of the Enabling Legislation, and particularly pursuant to the provisions of Section 266B(d) thereof, it is hereby found and determined as follows:

(a) The Facilities are to be acquired pursuant to the Enabling Legislation.

(b) The Facilities are to be acquired for the Borrower Subsidiary, a bonafide tenant or purchaser, as evidenced by a letter of intent from the Borrower Subsidiary to the City.

SEC. 3. That acting pursuant to the Enabling Legislation and the Ordinance, there shall be and there is hereby authorized and directed the execution, issuance and sale of \$6,400,000 aggregate principal amount of the Bonds, to be designated "Mayor and City Council of Baltimore, Port Facilities Revenue Bonds (Apex Oil Company Project) Series A" (the series of Bonds authorized by this resolution being hereinafter referred to as the "Series A Bonds"), pursuant to the Ordinance, this Resolution and

a Bond Resolution to be adopted by the Board of Finance of the City as authorized herein, said Bond Resolution to constitute an agreement and indenture of trust between the City and the trust company or banking corporation designated to act as trustee thereunder (the "Trustee"). The Series A Bonds shall be issued in coupon form, registrable as to principal only, in the denomination of \$5,000 or in fully registered form in the denomination of \$5,000 or any integral multiple thereof, shall bear interest until paid from their date payable semiannually and shall have the form, tenor, details and specifications (including provisions for redemption prior to maturity) set forth in the Bond Resolution (as adopted). The interest rate or rates to be borne by the Series A Bonds shall be determined by the Board of Finance, after the Borrower Subsidiary has given the City written approval of such rate or rates, all as provided in the Ordinance.

The Series A Bonds shall be executed on behalf of the City by the manual or facsimile signature of the Mayor or Acting Mayor and the manual or facsimile signature of the Director of Finance or Deputy Director of Finance and shall have impressed or imprinted thereon the corporate seal of the City attested by its Custodian or Alternate Custodian of the City Seal. The coupons attached to the coupon Series A Bonds shall bear the facsimile signature of the Director of Finance or Deputy Director of Finance.

SEC. 4. That the Trustee is hereby appointed as trustee for the Series A Bonds to be issued pursuant to this Resolution, the Ordinance and the Bond Resolution.

SEC. 5. That the proceeds of the Series A Bonds shall be loaned to the Borrower Subsidiary pursuant to a Loan Agreement dated as of the date of the Series A Bonds (the "Loan Agreement") between the Borrower Subsidiary and the City, in order to finance the acquisition of the Facilities described in Exhibit A to the Loan Agreement, a copy of which has been filed with the City Council, and such financing is hereby authorized and approved.

The Loan Agreement is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and attested by the Custodian or Alternate Cus-

todian of the City Seal and said officers are hereby authorized and directed to cause the Loan Agreement to be accepted and executed by the Borrower Subsidiary; such Loan Agreement to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Loan Agreement hereby approved. A copy of the Loan Agreement shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

The obligation of the Borrower Subsidiary to repay the loan made under the Loan Agreement is to be evidenced and secured by the Borrower Subsidiary's Note (the "Note") and by a Deed of Trust between the Borrower Subsidiary and the trustees named therein (the "Deed of Trust"), both dated as of the date of the Series A Bonds, which Note and Deed of Trust the City is hereby authorized to accept and assign to the Trustee as security for the Series A Bonds. The moneys received in payment of such Note are to be sufficient to pay principal of, premium, if any, and interest on the Series A Bonds hereby authorized.

The Deed of Trust shall be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereof to constitute conclusive evidence of his approval of any and all changes therein from the form of Deed of Trust hereby approved. A copy of the Deed of Trust shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

There is hereby authorized to be executed and delivered on behalf of the City by the Mayor or Acting Mayor and attested by the Custodian or Alternate Custodian of the City Seal a guaranty agreement for the benefit of the holders of the Series A Bonds (the "Guaranty Agreement") and said officers are hereby authorized and directed to cause the Guaranty Agreement to be accepted and executed by Goldstein, Novelty, Apex and the Trustee; such Guaranty Agreement to be in substantially the form filed with

the City Council and hereby approved, or with such changes therein as shall be approved by the Mayor or Acting Mayor, his execution thereto to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of Guaranty Agreement hereby approved. A copy of the Guaranty Agreement shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal.

SEC. 6. That for the purpose of further securing the Series A Bonds and to provide the details thereof and to prescribe the terms and conditions on which the Series A Bonds are to be secured, executed, authenticated, accepted and held, the Bond Resolution is hereby authorized to be adopted by the Board of Finance and said Board is hereby authorized and directed to cause the Bond Resolution to be accepted by the Trustee; such Bond Resolution to be in substantially the form filed with the City Council and hereby approved, or with such changes therein as shall be approved by the Board of Finance, its adoption thereof to constitute conclusive evidence of approval of any and all changes or revisions therein from the form of Bond Resolution hereby approved. A copy of the Bond Resolution shall be placed in the official records of the City Council and shall be available for public inspection at the office of the Custodian of the City Seal. The Ordinance provides that prior to the sale of any series of the revenue bonds authorized thereby, the City Council may determine administratively by resolution or by other appropriate action certain matters relating to such revenue bonds. With respect to the Series A Bonds, the City Council finds it appropriate to, and does hereby, determine all such matters (to the extent not otherwise determined in this Resolution) by its approval of the Bond Resolution, the provisions of which are expressly incorporated herein by reference.

SEC. 7. That the Series A Bonds shall be sold to Goldman Sachs & Co., (the "Underwriter") pursuant to a Bond Purchase Agreement to be dated the date it is approved by the Board of Finance (the "Bond Purchase Agreement") among the City, the Underwriter, and Apex. The price at

which the Series A Bonds shall be sold to the Underwriter, the interest rate or rates to be borne by the Series A Bonds, the time, date and place when the Bond Purchase Agreement shall be submitted to the City by the Underwriter and the date for the delivery of the Series A Bonds to the Underwriter shall be determined by the Board of Finance as provided by the Ordinance.

SEC. 8. That the Mayor or Acting Mayor, Director of Finance, Deputy Director of Finance, Custodian of the City Seal, Alternate Custodian of the City Seal and such other officers and officials of the City as may be appropriate are hereby authorized to execute and deliver for and on behalf of the City any and all additional certificates, documents or other papers and do any and all things deemed necessary in order to effect the issuance and sale of the Series A Bonds and the execution and delivery of the Loan Agreement, the Guaranty Agreement, the Bond Resolution, the Deed of Trust, the Bond Purchase Agreement and an offering memorandum or similar document, and to implement and carry out matters authorized by the provisions of the Ordinance and this Resolution.

SEC. 9. That the term "Board of Finance" as used in this Resolution includes any board, agency, or department of the City created and existing under the Charter of the City and designated by such Charter to perform the functions and duties that were performed by the Board of Finance at the time of the introduction of this Resolution.

SEC. 10. That the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part thereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included therein, as if the

person or circumstances to which this Resolution or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 11. That this Resolution supersedes Resolution No. 13 passed by the City Council on June 15, 1981, approved by the Mayor on June 19, 1981.

SEC. 12. That this Resolution shall take effect from the date of its passage and approval by the Mayor or Acting Mayor of the City.

Approved October 2, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 17

(Council No. 816)

A RESOLUTION concerning

**ISSUANCE OF PORT FACILITY REVENUE
BONDS (OCCIDENTAL PETROLEUM
CORPORATION PROJECT)**

A RESOLUTION authorizing the issuance, sale and delivery by the Mayor and City Council of Baltimore (the "City") of its revenue bonds, designated "Mayor and City Council of Baltimore, Floating Rate Monthly Demand Port Facilities Revenue Bonds (Occidental Petroleum Corporation Project), Series 1981" in the aggregate principal amount of \$70,000,000, pursuant to (i) the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as amended, and (ii) Ordinance No. 140 of the City, approved by the Mayor on August 6, 1980, as supplemented by Ordinance No. 330 of the City, approved by the Mayor on June 11, 1981 (collectively, the "Ordinance"), in order to loan the proceeds to the Company (as defined in the Ordinance) for the sole and exclusive

purpose of financing the acquisition of certain port facilities in the City of Baltimore as provided in this Resolution; making certain findings concerning the financing of such facilities and the issuance of such revenue bonds; prescribing the form, tenor, details and specifications of such revenue bonds; providing for appointment of Mercantile-Safe Deposit & Trust Company (the "Trustee") as trustee for the revenue bonds to be issued pursuant to this resolution; providing for the execution of and approving the form of a trust indenture for such revenue bonds between the City and the Trustee for the purpose of securing such revenue bonds; providing for the execution of and approving the form of a loan agreement for such revenue bonds between the City and the Company; approving the form of a guaranty agreement with respect to such revenue bonds between Occidental Petroleum Corporation and the City; approving and authorizing the sale of such revenue bonds to the purchasers thereof pursuant to the bond purchase agreement; providing for the execution of and approving the form of an official statement in connection with the sale of such revenue bonds; establishing the interest rate and purchase price for such revenue bonds; authorizing the authentication and issuance of such revenue bonds for delivery to the purchasers thereof upon payment of the purchase price of such revenue bonds; providing for the execution of and approving the form of a bond purchase agreement for such revenue bonds; providing for changes in the forms of loan agreement, guaranty agreement, trust indenture, revenue bonds and other documents; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale, and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1980 Cumulative Supplement), as amended (the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial development revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including the Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds (i) to a port facility tenant or purchaser to finance the acquisition (including the rehabilitation, remodeling, extension, or permanent improvement) of such port facilities (including facilities, appurtenances, and equipment necessary or useful in connection with the operation of a modern port) and (ii) to an industrial concern to finance the acquisition by such industrial concern of industrial buildings. The Enabling Legislation declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development, and in this manner to promote the health, welfare, and safety of the residents of each of the counties and municipalities of the State.

Mayor and City Council of Baltimore (the "City") has adopted Ordinance No. 140, approved by the Mayor on August 6, 1980, and Ordinance No. 330, approved by the Mayor on June 11, 1981. Ordinance No. 140 and Ordinance No. 330 are collectively referred to in this Resolution as the "Ordinance".

The Ordinance authorizes, subject to the provisions thereof, the issuance and sale in one or more series, of not exceeding \$100,000,000 (unless increased as provided in the Ordinance) aggregate principal amount of revenue bonds of the City, designated "Port Facilities Revenue Bonds (Kentucky-Ohio Transportation Co. Project)" (the "bonds"). The Ordinance provides further that in the event the credit of Occidental Petroleum Corporation, a California corporation ("Occidental") is extended in connection with the financing of the Port Facilities (hereafter defined), the name of "Occidental Petroleum Corporation" may be shown in the name of the bonds to disclose such fact. The Ordinance also authorizes that appropriate designations may be added to the name of the bonds as determined by the City Council.

The Ordinance authorizes, subject to the provisions thereof, the lending of the proceeds of the bonds to (i) Kentucky-Ohio Transportation Co., an indirect wholly-owned subsidiary of Occidental, (ii) Occidental, (iii) any other direct or indirect wholly-owned subsidiary of Occidental, or (iv) any entity organized to facilitate the financing of the Port Facilities (hereafter defined), either alone or in any arrangement (including a leveraged lease financing or other financing arrangement) with any of the entities set forth in items (i), (ii), (iii) and (iv) (collectively, the "Company" as defined in the Ordinance) to finance the acquisition, construction, improvement, and installation by the Company of certain port facilities within the boundaries of the City of Baltimore, in order to sustain jobs and employment, thereby relieving conditions of unemployment in the State and in the City of Baltimore, encourage the increase of industry and a balanced economy in the State and in the City of Baltimore, assist in the retention of existing industry in the State and in the City of Baltimore, promote economic development and promote the health, welfare and safety of the residents of the City of Baltimore and of the State. Such port facilities will consist of certain real property and real property improvements, buildings and structures located on or adjacent to the real property, and machinery, equipment and related property, all as described in Exhibits A and B to the loan agreement hereafter referred to, deemed necessary or desirable by the Company for the purpose of receiving, storing, and transshipping coal (collectively, the "Port Facilities").

This Resolution provides for the issuance and sale of bonds pursuant to the authorization of the Ordinance to finance a portion of the cost of acquiring, constructing, and installing the Port Facilities; now therefore be it

SECTION 1. *Resolved by the Mayor and City Council of Baltimore.* That acting pursuant to the Enabling Legislation, the findings and determinations of the City set forth in the Ordinance are hereby confirmed and incorporated herein by reference.

SEC. 2. *And be it further resolved*, That pursuant to the provisions of the Enabling Legislation, and particularly pursuant to the provisions of Section 266B(d) thereof, it is hereby found and determined as follows:

(a) The Port Facilities are to be acquired pursuant to the Enabling Legislation.

(b) The Port Facilities are to be acquired for the Company, a bona fide tenant or purchaser, as evidenced by a letter of intent dated April 17, 1980 from Kentucky-Ohio Transportation Co. to the City, as supplemented on April 17, 1981.

SEC. 3. *And be it further resolved*, That acting pursuant to the Enabling Legislation and the Ordinance, there shall be and there is hereby authorized and directed the execution, issuance, and sale of \$70,000,000 aggregate principal amount of the bonds, to be designated "Mayor and City Council of Baltimore, Floating Rate Monthly Demand Port Facilities Revenue Bonds (Occidental Petroleum Corporation Project), Series 1981" (the "Bonds"). The City Council, recognizing that the credit of Occidental is being extended in connection with the financing of the Port Facilities, has accordingly shown the name of "Occidental Petroleum Corporation" in the name of the Bonds. The City Council, recognizing that the Indenture (hereafter defined) provides the mechanism for a variable interest rate on the Bonds, has added the descriptive words "Floating Rate Monthly Demand" to the name of the Bonds.

As required by the Enabling Legislation and the Ordinance, the Bonds are limited obligations of the City payable solely from, and secured solely by the revenues and assets pledged therefor under the Trust Indenture dated as of October 1, 1981, between Mercantile-Safe Deposit & Trust Company (the "Indenture"), and (a) are not general obligations of the City, (b) are not a pledge of and do not involve the faith and credit or the taxing power of the City, and (c) do not constitute a debt of the City within the meaning of any constitutional, statutory or charter provision limiting or restricting the sale or issuance of bonds, notes or other obligations of the City.

SEC. 4. *And be it further resolved*, That Mercantile-Safe Deposit & Trust Company is hereby appointed as trustee (the "Trustee") for the Bonds to be issued pursuant to this Resolution, the administrative resolution of the Board of Finance adopted pursuant to the Ordinance (the "Board of Finance Resolution"), the Ordinance and the Indenture.

SEC. 5. *And be it further resolved*, That the Indenture, substantially in the form filed with the City Council, is hereby approved and the Mayor or Acting Mayor (collectively, the "Mayor") of the City is hereby authorized to execute and deliver the Indenture on behalf of the City, with such changes as are approved by the Mayor and consistent with the Ordinance, this Resolution, and the Board of Finance Resolution.

SEC. 6. *And be it further resolved*, That the proceeds of the Bonds shall be loaned to Curtis Bay Company, an indirect wholly-owned subsidiary of Occidental, pursuant to a Loan Agreement dated as of October 1, 1981 between the Curtis Bay Company and the City (the "Loan Agreement"), in order to finance the acquisition of the Port Facilities. The Loan Agreement, substantially in the form filed with the City Council, is hereby approved and the Mayor of the City is hereby authorized to execute and deliver the Loan Agreement on behalf of the City, with such changes as are approved by the Mayor and consistent with the Ordinance, this Resolution, and the Board of Finance Resolution.

SEC. 7. *And be it further resolved*, That the obligation of Curtis Bay Company to pay all amounts payable by Curtis Bay Company under the Loan Agreement is to be guaranteed by Occidental, as evidenced by a Guaranty Agreement dated as of October 1, 1981 between Occidental and the City (the "Guaranty"). The Guaranty, in substantially the form filed with the City Council, is hereby approved, with such changes as are approved by the Mayor and consistent with the Ordinance, the Resolution, and the Board of Finance Resolution.

SEC. 8. *And be it further resolved*, That it is hereby found and determined that the best interests of the City

will be served by selling the Bonds to E. F. Hutton & Company Inc., Dean Witter Reynolds, Inc. and Alex. Brown & Sons (collectively, the "Underwriter") at private (negotiated) sale pursuant to the Bond Purchase Agreement, to be dated the date of the Board of Finance Resolution, among the City, the Underwriter, the Curtis Bay Company and Occidental (the "Bond Purchase Agreement"). The Bond Purchase Agreement, substantially in the form filed with the City Council, is hereby approved and the Mayor of the City is hereby authorized to execute the Bond Purchase Agreement on behalf of the City, with such changes as are approved by the Mayor and consistent with the Ordinance, this Resolution, and the Board of Finance Resolution.

SEC. 9. *And be it further resolved*, That an official statement will be circulated by the Underwriter in connection with the sale of the Bonds (the "Official Statement"). The Official Statement, substantially in the form filed with the City Council, is hereby approved and the Mayor of the City is hereby authorized to execute and deliver the Official Statement on behalf of the City, with such changes as are approved by the Mayor and consistent with the Ordinance, this Resolution, and the Board of Finance Resolution.

SEC. 10. *And be it further resolved*, That the interest rate to be borne by the Bonds is hereby determined to be the variable interest rate or permanent interest rate, as the case may be, as determined from time to time as provided in the Indenture. Such interest rate will be subject to approval by Curtis Bay Company in a letter delivered to the Board of Finance prior to adoption of the Board of Finance Resolution.

SEC. 11. *And be it further resolved*, That the authentication and issuance of the Bonds to or upon the order of the Underwriter upon payment of the purchase price of the Bonds in accordance with the Bond Purchase Agreement is hereby authorized and directed.

SEC. 12. *And be it further resolved*, That execution and delivery by the Mayor of any document shall be conclusive as to approval by this Board and the City. The City Council hereby determines that the execution and delivery of

the Indenture, the Loan Agreement, the Bond Purchase Agreement and the Official Statement is necessary to carry out the powers and duties expressly provided by the Ordinance, that each and every act, matter, thing, or course of conduct as to which provision is made herein and therein is necessary, proper, and expedient to effectuate the issuance of the Bonds, and that each and every covenant or agreement contained and made in the Indenture, the Loan Agreement, and the Bond Purchase Agreement is reasonable and proper for the security of the holders of the Bonds.

SEC. 13. *And be it further resolved*, That the Bonds shall be dated the first day of the month in which they are delivered to the Underwriter; shall bear interest from and including the date thereof until paid; shall be subject to redemption as provided in the Indenture; shall mature on or before October 1, 2011 (or the first day of the month thirty years from the date of the Bonds if the Bonds are delivered to the Underwriter in a month subsequent to October, 1981); and shall be in the form and denominations and shall be payable at the times set forth in the Indenture. The form, terms, provisions, and other details of the Bonds, except as set forth in this Resolution and the Board of Finance Resolution, shall be and are hereby determined to be the form, terms, provisions, and other details of the Bonds set forth in the Indenture.

SEC. 14. *And be it further resolved*, That the Mayor, Director of Finance, Deputy Director of Finance, Custodian of the City Seal, Alternate Custodian of the City Seal, and such other officers and officials of the City as may be appropriate are hereby authorized to execute and deliver, for and on behalf of the City, the Loan Agreement, the Indenture, the Bond Purchase Agreement, the Official Statement, and any and all additional certificates, documents, or other papers and to do any and all things deemed necessary or appropriate in order to effect the issuance and sale of the Bonds and the execution and delivery of the Loan Agreement, the Indenture, the Bond Purchase Agreement, and the Official Statement and to implement and carry out matters authorized by the provisions of the Ordinance, this Resolution and the Board of Finance Resolution.

SEC. 15. *And be it further resolved*, That the term "Board of Finance" as used in this Resolution includes any board, agency or department of the City designated by the City's Charter to perform the functions and duties that were performed by the Board of Finance at the time of the introduction of this Resolution.

SEC. 16. *And be it further resolved*, That the provisions of this Resolution are severable, and if any provision, sentence, clause, section, or part thereof is held illegal, invalid, unconstitutional, or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section, or part had not been included therein, as if the person or circumstances to which this Resolution or any part thereof is inapplicable had been specifically exempted therefrom.

SEC. 17. *And be it further resolved*, That this Resolution shall take effect from the date of its passage and approval by the Mayor or Acting Mayor of the City.

Approved October 14, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

Resolution No. 18

(Council No. 949)

A RESOLUTION concerning

ISSUANCE OF FLOATING RATE DEMAND
PORT FACILITIES REVENUE BONDS
(CONSOLIDATION COAL SALES
COMPANY PROJECT)

A RESOLUTION authorizing the issuance, sale and delivery by Mayor and City Council of Baltimore (the

"City") of its revenue bonds, designated "Mayor and City Council of Baltimore Floating Rate Demand Port Facilities Revenue Bonds (Consolidation Coal Sales Company Project), Series 1981," in the aggregate principal amount of \$70,000,000 pursuant to (i) the provisions of Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement), and (ii) Ordinance No. 177 of the City, approved by the Mayor on November 7, 1980 (the "Ordinance"), in order to loan the proceeds to Consolidation Coal Sales Company (the "Corporation") for the sole and exclusive purpose of financing the acquisition of certain port facilities in the City of Baltimore as provided in this Resolution; making certain findings concerning the financing of such facilities and the issuance of such revenue bonds; providing for appointment of Maryland National Bank (the "Trustee") as trustee for such revenue bonds; providing for the execution of and approving the form of an indenture of trust for such revenue bonds between the City and the Trustee for the purpose of securing such revenue bonds; establishing the interest rate and maturity of such revenue bonds and providing for the extension of the maturity of such revenue bonds; prescribing the form, tenor, details and specifications of such revenue bonds and the terms and conditions on which such revenue bonds are to be secured, executed, authenticated, accepted and held; providing for the execution of and approving the form of a loan agreement between the City and the Corporation; authorizing the acceptance by the City, and the assignment to the Trustee, of the Corporation's promissory note evidencing its obligation to repay the loan made under the loan agreement; providing for the execution of and approving the form of a bank bond purchase agreement with respect to such revenue bonds among the City, the Trustee, the Corporation and Pittsburgh National Bank for the purpose of further securing such revenue bonds; providing for the execution of and approving the form of bond purchase agreement among the City, the Corporation, Conoco Inc. and the purchasers of such revenue bonds providing for the sale of such revenue bonds; providing for changes in the forms of indenture of

trust, loan agreement, bank bond purchase agreement, bond purchase agreement, revenue bonds and other documents; authorizing the Board of Finance of the City to reduce the aggregate principal amount of such revenue bonds authorized to be issued under this Resolution and to modify (within the limitations set forth herein) certain of the terms of such revenue bonds prior to the sale of such revenue bonds; and generally providing for and determining various matters in connection with the authorization, issuance, security, sale and payment of such revenue bonds.

RECITALS

Sections 266A through 266-I, inclusive, of Article 41 of the Annotated Code of Maryland (1978 Replacement Volume and 1981 Cumulative Supplement) (the "Enabling Legislation") constitute those provisions of Maryland law authorizing the issuance of industrial development revenue bonds by all the counties and municipalities of the State of Maryland (the "State").

The Enabling Legislation now empowers the counties and municipalities of the State (including Mayor and City Council of Baltimore) to issue revenue bonds and to loan the proceeds of the sale of such revenue bonds (i) to a port facility tenant or purchaser to finance the acquisition (including the rehabilitation, remodeling, extension or permanent improvement) of such port facilities, including facilities, appurtenances and equipment necessary or useful in connection with the operation of a modern port and (ii) to an industrial concern to finance the acquisition by such industrial concern of industrial buildings. The Enabling Legislation declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State, to promote economic development and in this manner to promote the health, welfare and safety of the residents of each of the counties and municipalities of the State.

Mayor and City Council of Baltimore (the "City") has adopted Ordinance No. 177, approved by the Mayor

on November 7, 1980 (the "Ordinance"). The Ordinance authorizes, subject to the provisions thereof, the issuance and sale in one or more series of not exceeding \$110,000,000 (unless increased as provided in the Ordinance or unless revenue refunding bonds are issued pursuant to the Enabling Legislation and the Ordinance) aggregate principal amount of revenue bonds of the City, designated "Port Facilities Revenue Bonds (Consolidation Coal Company Project)" (the "Bonds"), and the lending of the proceeds of the Bonds to Consolidation Coal Company, its parent, Conoco Inc. ("Conoco"), or any one or more subsidiaries or affiliates thereof to finance the acquisition, construction, improvement and installation of certain port facilities within the boundaries of the City of Baltimore (the "Port Facilities"), in order to sustain jobs and employment, thereby relieving conditions of unemployment in the State and in the City of Baltimore, encourage the increase of industry and a balanced economy in the State and in the City of Baltimore, assist in the retention of existing industry in the State and in the City of Baltimore, promote economic development and promote the health, welfare and safety of the residents of the State and of the City of Baltimore.

On December 3, 1980, the City issued \$30,000,000 aggregate principal amount of its revenue bonds pursuant to the Ordinance, Resolution No. 9 of the City Council of the City, approved by the Mayor on November 7, 1980, and an Indenture of Trust dated as of December 1, 1980, between the City and Maryland National Bank, and loaned the proceeds thereof to Consolidation Coal Sales Company (the "Corporation"), a wholly-owned subsidiary of Conoco, pursuant to a Loan Agreement dated as of December 1, 1980, between the City and the Corporation.

The Corporation has commenced the acquisition (within the meaning of the Enabling Legislation) of the Port Facilities. In order to implement its overall financing plan for the Port Facilities, the Corporation has requested the City to issue \$70,000,000 aggregate principal amount of floating rate, short-term revenue bonds. Such revenue bonds would be paid at maturity

with the proceeds of a series of permanent, long-term revenue refunding bonds of the City issued pursuant to the Enabling Legislation and the Ordinance.

This Resolution provides for the issuance and sale of a series of the Bonds pursuant to the authorization of the Ordinance to finance a portion of the cost of acquiring, constructing and installing the Port Facilities; now, therefore, be it

SECTION 1. *Resolved by the Mayor and City Council of Baltimore*, That pursuant to the Enabling Legislation, the findings and determinations of the City set forth in the Ordinance are hereby confirmed and incorporated herein by reference.

SEC. 2. *And be it further resolved*, That pursuant to the Enabling Legislation, and particularly pursuant to the provisions of Section 266B(d) thereof, it is hereby found and determined as follows:

(a) The Port Facilities are to be acquired pursuant to the Enabling Legislation.

(b) The Port Facilities are to be acquired for the Corporation, a bona fide tenant or purchaser, as evidenced by a letter of intent dated June 20, 1980, from Consolidation Coal Company, an affiliate of the Corporation, to the City.

SEC. 3. *And be it further resolved*, That pursuant to the Enabling Legislation, it is hereby found and determined that current bond market conditions are unusual, erratic and extraordinarily unfavorable when compared to historical bond market conditions; that the interests of the City and the purposes of the Enabling Legislation are best served by a flexible approach to borrowing; that current bond market conditions render the long-term financing of the Port Facilities impracticable at the present time; and that the issuance, sale and delivery of the series of Bonds authorized by this Resolution upon the terms and conditions set forth herein and in the Indenture (hereinafter defined) is necessary and expedient under current market conditions in order to effect the acquisition of the Port Facilities and in order to further the purposes of the Enabling Legislation.

SEC. 4. *And be it further resolved*, That acting pursuant to the Enabling Legislation and the Ordinance, there shall be and there is hereby authorized and directed the execution, issuance, sale and delivery of \$70,000,000 aggregate principal amount of the Bonds, to be designated "Mayor and City Council of Baltimore Floating Rate Demand Port Facilities Revenue Bonds (Consolidation Coal Sales Company Project), Series 1981" (the "Series 1981 Bonds"). Pursuant to Section 3 of the Ordinance, the name of the Series 1981 Bonds is hereby redesignated in order to reflect that the credit of the Corporation is being extended in connection with the financing of the Port Facilities and in order to reflect certain of the terms of the Series 1981 Bonds.

The Series 1981 Bonds shall be issued pursuant to the Enabling Legislation, the Ordinance, this Resolution and an Indenture of Trust dated the date of the Series 1981 Bonds (the "Indenture") between the City and Maryland National Bank, a national banking association organized and existing under the laws of the United States of America, as trustee (the "Trustee"), the form of which has been filed with the City Council. Unless otherwise determined by the Board of Finance prior to the sale of the Series 1981 Bonds as hereinafter provided, the Series 1981 Bonds shall be dated the date of their initial delivery to the purchasers thereof, shall be issued only in fully registered form in denominations of \$100,000 and any integral multiple thereof and shall bear interest until paid from their date at the rate or rates of interest per annum set forth in the Indenture, payable quarterly as provided in the Indenture (as executed).

The Series 1981 Bonds shall be stated to mature on that date which is two (2) years and eleven (11) months from the date of the Series 1981 Bonds; provided, however, that in the event that financing considerations, now unanticipated, render it necessary or advisable to defer the issuance of revenue refunding bonds to provide for the payment of the Series 1981 Bonds beyond such stated maturity of the Series 1981 Bonds, the City shall, at the request of the Corporation, extend the stated maturity date of the Series 1981 Bonds for a period of two (2) years (or for such shorter period as may be approved by

resolution of the Board of Finance prior to the extension of the maturity of the Series 1981 Bonds) as provided in and upon the terms and conditions set forth in the Indenture.

The Series 1981 Bonds shall otherwise have the form, tenor, details and specifications (including, without limitation, provisions for the purchase or payment of the Series 1981 Bonds prior to the stated maturity thereof upon the demand of certain of the holders thereof and provisions for the redemption of the Series 1981 Bonds prior to the stated maturity thereof) set forth in the Indenture (as executed).

The Series 1981 Bonds shall be executed on behalf of the City by the manual or facsimile signature of the Mayor or Acting Mayor of the City (collectively, the "Mayor") and the manual or facsimile signature of the Director of Finance or Deputy Director of Finance of the City and shall have impressed or imprinted thereon the corporate seal of the City, attested by the manual or facsimile signature of the Custodian or Alternate Custodian of the City Seal, provided that at least one such signature shall be manual.

SEC. 5. *And be it further resolved*, That Maryland National Bank is hereby appointed as Trustee for the Series 1981 Bonds.

SEC. 6. *And be it further resolved*, That for the purpose of securing the Series 1981 Bonds, to provide the details thereof and to prescribe the terms and conditions on which the Series 1981 Bonds are to be secured, executed, authenticated, accepted and held the Indenture is hereby authorized to be executed and delivered on behalf of the City by the Mayor and the Director of Finance or Deputy Director of Finance of the City, such Indenture to be in substantially the form filed with the City Council and hereby approved, with such insertions as are therein and in this Resolution indicated and with such changes as are approved by the Mayor and consistent with the Enabling Legislation, the Ordinance and this Resolution. A copy of the Indenture as executed shall be placed in the official records of the City Council.

SEC. 7. *And be it further resolved*, That the proceeds of the Bonds shall be loaned to the Corporation pursuant to a Loan Agreement dated the date of the Series 1981 Bonds between the Corporation and the City (the "Loan Agreement"), in order to finance the acquisition of the Port Facilities described in Exhibit A to the Loan Agreement, the form of which has been filed with the City Council, and such financing is hereby authorized and approved. The Loan Agreement is hereby authorized to be executed and delivered on behalf of the City by the Mayor and the Director of Finance or Deputy Director of Finance of the City, such Loan Agreement to be in substantially the form filed with the City Council and hereby approved, with such insertions as are therein and in this Resolution indicated and with such changes as are approved by the Mayor and consistent with the Enabling Legislation, the Ordinance and this Resolution.

The obligation of the Corporation to repay the loan made under the Loan Agreement is to be evidenced by the Corporation's Promissory Note dated the date of the Series 1981 Bonds (the "Note"), which the City is hereby authorized to accept and assign to the Trustee as security for the Series 1981 Bonds. The moneys received in payment of the Note are to be sufficient to pay the principal of and premium, if any, and interest on the Series 1981 Bonds hereby authorized.

SEC. 8. *And be it further resolved*, That for the purpose of further securing the Series 1981 Bonds, the Bank Bond Purchase Agreement dated the date of the Series 1981 Bonds among the City, the Corporation, the Trustee and Pittsburgh National Bank (the "Bank Bond Purchase Agreement"), the form of which has been filed with the City Council, is hereby authorized to be executed and delivered on behalf of the City by the Mayor and the Director of Finance or Deputy Director of Finance of the City, such Bank Bond Purchase Agreement to be in substantially the form filed with the City Council and hereby approved, with such insertions as are therein and in this Resolution indicated and with such changes as are approved by the Mayor and consistent with the Enabling Legislation, the Ordinance and this Resolution.

SEC. 9. *And be it further resolved*, That it is hereby found and determined that the best interests of the City will be served by selling the Series 1981 Bonds to Federated Tax-Free Trust, Fidelity Tax-Exempt Money Market Trust or such other purchasers as shall be approved in writing by the Corporation and Conoco prior to the sale of the Series 1981 Bonds (the "Purchasers") at private (negotiated) sale. The Series 1981 Bonds shall be sold at a price of 100% of the principal thereof plus accrued interest thereon pursuant to one or more Bond Purchase Agreements, to be dated the date of their delivery, among the City, the Corporation, Conoco and the Purchasers, respectively (the "Bond Purchase Agreements"), the form of which has been filed with the City Council. The execution and delivery of any Bond Purchase Agreement by the Corporation and Conoco shall constitute conclusive evidence of the approval of the Purchaser named therein by the Corporation and Conoco. The Bond Purchase Agreements are hereby authorized to be executed and delivered on behalf of the City by the Mayor and the Director of Finance or Deputy Director of Finance of the City, such Bond Purchase Agreements to be in substantially the form filed with the City Council and hereby approved, with such insertions as are therein and in this Resolution indicated and with such changes as are approved by the Mayor and consistent with the Enabling Legislation, the Ordinance and this Resolution. The Bond Purchase Agreements shall be executed and delivered among the City, the Corporation, Conoco and the Purchasers, respectively, and the Series 1981 Bonds shall be delivered to the Purchasers thereof, within ninety (90) days of the passage and approval of this Resolution, unless such period shall be extended by resolution of the Board of Finance as hereinafter provided.

SEC. 10. *And be it further resolved*, That the Mayor and the Director of Finance or Deputy Director of Finance of the City are hereby authorized to make such changes in the forms of the Indenture, the Loan Agreement, the Bank Bond Purchase Agreement and the Bond Purchase Agreement and any Exhibits thereto (including, without limitation, Exhibit A to the Loan Agreement) (collectively, the "Bond Documents") prior to the execution and

delivery thereof as may be necessary or appropriate and consistent with the purpose and intent of, and within the limitations provided by, the Enabling Legislation, the Ordinance and this Resolution. The execution and delivery by the Mayor and the Director of Finance or Deputy Director of Finance of the City of the Bond Documents shall constitute conclusive evidence of the approval by the Mayor and the Director of Finance or Deputy Director of Finance of the City of any such changes.

SEC. 11. *And be it further resolved*, That all amounts payable by the Corporation pursuant to the Loan Agreement and the Note (except the reimbursement of administrative expenses of the City and payments in respect of indemnification of the City) and all other amounts received by the City attributable to the financing of the Port Facilities with the proceeds of the Series 1981 Bonds are hereby pledged to the payment of the principal of and redemption premium, if any, and interest on the Series 1981 Bonds.

The Enabling Legislation provides that neither the Series 1981 Bonds nor the interest thereon shall ever constitute an indebtedness or a charge against the general credit or taxing power of the City within the meaning of any constitutional or charter provision or statutory limitation and neither shall ever constitute or give rise to pecuniary liability of the City.

SEC. 12. *And be it further resolved*, That the Mayor, Director of Finance, Deputy Director of Finance, Custodian of the City Seal, Alternate Custodian of the City Seal and such other officers and officials of the City as may be appropriate are hereby authorized to execute and deliver, for and on behalf of the City, the Bond Documents, and any and all additional certificates, documents or other papers and to do any and all things deemed necessary or appropriate in order to effect the issuance and sale of the Series 1981 Bonds and the execution and delivery of the Bond Documents and to implement and carry out matters authorized by the provisions of the Ordinance and this Resolution.

SEC. 13. *And be it further resolved*, That the City Council hereby recognizes the function of the Mayor and the Board of Finance in making certain executive and administrative determinations with respect to the issuance of bonds by the City. The Board of Finance is hereby authorized, with the prior written approval of the Corporation and Conoco, to reduce the aggregate principal amount of the Series 1981 Bonds authorized to be issued and sold hereunder prior to the sale of the Series 1981 Bonds, and to modify the terms of the Series 1981 Bonds in other respects as provided herein (including, without limitation, modifying the interest rate or rates to be borne by the Series 1981 Bonds to accord with then current market conditions and extending the period during which the Bond Purchase Agreements and the Series 1981 Bonds will be delivered), and to take any and all action with respect to the Series 1981 Bonds authorized to be taken by the Board of Finance pursuant to the Ordinance, such action to be effected by administrative resolution of the Board of Finance, which shall be effective upon approval by the Mayor of the City. Prior to the date of sale of the Series 1981 Bonds, the City Council may, by administrative resolution or other appropriate action, take any and all actions which are authorized to be taken by the Board of Finance pursuant to this Resolution, in which event, all such actions taken by the City Council shall be effective without further action by, and be binding on, the Board of Finance.

The term "Board of Finance" as used in this Resolution includes any board, agency or department of the City created and existing under the Charter of the City and designated by such Charter to perform the functions and duties that were performed by the Board of Finance at the time of the introduction of this Resolution.

SEC. 14. *And be it further resolved*, That the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other per-

sons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included herein and as if the person or circumstances to which this Resolution or any part hereof is inapplicable had been specifically exempted therefrom.

SEC. 15. *And be it further resolved*, That this Resolution shall take effect from the date of its passage and approval by the Mayor of the City.

Approved December 15, 1981.

WILLIAM DONALD SCHAEFER, *Mayor*.

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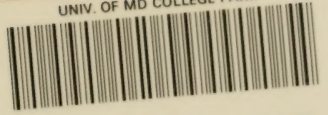
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